

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

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ARTICLES OF ORGANIZATION AND CERTIFICATE OF CONVERSION

**For use by Domestic Partnerships or Domestic Limited Partnerships
to convert to a Domestic Limited Liability Company**

B

(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

The name of the limited liability company is: _____

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

1. The street address of the location of the registered office is:

_____, Michigan _____
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: _____

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Empty box for Article V content.

Signed this _____ day of _____, _____

By _____
(Signature(s) of Organizer(s))

(Type or Print Name(s) of Organizer(s))

CERTIFICATE OF CONVERSION

I hereby certify:

The name of the partnership or limited partnership is _____
(name)

For Partnerships only:

The partnership was formed _____
(date)

For Limited Partnerships only:

The limited partnership formed on _____ is cancelled as of the
(date)
effective date of the Articles of Organization.

(signature)

(name)

(title or capacity)

Preparer's Name _____

Business Telephone Number _____

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Organization and Certificate of Conversion. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 23, P.A. of 1993. **Use form BCS/CD 753P if the limited liability company will be providing services rendered by a dentist, an osteopathic physician, a physician, a surgeon, a doctor of divinity or other clergy, or an attorney-at-law.**
4. Article I - The name of a domestic limited liability company is required to contain one of the following words or abbreviations: "Limited Liability Company", "L.L.C.", "L.C.", "LLC", or "LC".
5. Article II - Under section 203(b) of the Act, it is sufficient to state substantially, alone or with specifically enumerated purposes, that the limited liability company is formed to engage in any activity within the purposes for which a limited liability company may be formed under the Act.
6. Article V - Section 401 of the Act specifically states the business shall be managed by members unless the Articles of Organization state the business will be managed by managers. If the limited liability company is to be managed by managers instead of by members, insert a statement to that effect in Article V.
7. This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
8. The Conversion must be signed on behalf of the partnership. The Articles must be signed by one or more persons organizing the Limited Liability Company. State name of person signing beneath their signature.
9. If more space is needed, attach additional pages. All pages should be numbered.
10. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include limited liability company name and identification number on check or money order. **\$75.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
 Bureau of Commercial Services
 Corporation Division
 7150 Harris Drive
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 241-9845..

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