



**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

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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**
 (Please read information and instruction 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 professional limited liability company is: _____

ARTICLE II

The limited liability company is organized for the sole and specific purpose of rendering the following professional service(s):

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 is: _____

ARTICLE V

All members and managers, will be duly licensed or otherwise legally authorized to render one or more of the professional service(s) for which this limited liability company is organized except as otherwise provided in Section 904 of P.A. 23 of 1993 or prohibited.

ARTICLE VI (Insert any additional provisions authorized by the act, attach additional pages if needed.)

Signed this _____ day of _____, _____

(Signature(s) of Organizers(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)

The partnership was formed _____
(date)

The limited partnership formed on _____
(date) is cancelled as of the 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 the 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.
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.
2. This document is to be used pursuant to the provisions of Act 23, P.A. of 1993. **A limited liability company which will be providing services rendered by a certified or other public accountant, a dentist, an osteopathic physician, a physician, a surgeon, a doctor of divinity or other clergy, or an attorney-at-law may only be formed as a professional limited liability company.**
3. Article I - The name of a professional limited liability is required to contain one of the following words or abbreviations: Professional Limited Liability Company, P.L.L.C., P.L.C., PLLC, or PLC.
4. Article II - State the specific professional service(s) for which the limited liability company is organized.
5. Article V - Members and managers must be licensed to perform at least one of the service(s) for which the professional limited liability company is organized. A professional limited liability company may provide more than one service, unless otherwise prohibited. If the professional limited liability company renders a professional service that is included within the Public Health Code, Act No. 368 of the Public Acts of 1978, being Sections 333.1101 to 333.25211 of the Michigan Compiled Laws, then all members of the limited liability company shall be licensed or legally authorized in this State to render the same professional service.
6. 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.
7. The Conversion must be signed on behalf of the partnership. The Articles must be signed by one ore more persons organizing the Limited Liability Company. State name of person signing beneath their signature.
8. If more space is needed, attach additional pages. All pages should be numbered.
9. **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**
Veterans: Pursuant to MCL 450.5101(7)(8)(10), if a majority of the initial membership interests in the domestic limited liability company will be held by 1 or more veterans who served in the United States Armed Forces, (including the reserve components) who were discharged or released under conditions other than dishonorable, you may obtain further information regarding a fee waiver at www.michigan.gov/corpveteranfeewaivers.

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

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

Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

Documents tht are endorsed filed are available at www.michigan.gov/corpenitysearch. If the submitted document is not fileable, the refusal to file and document will be available at the Rejected Filings Search website at www.michigan.gov/corprejectedsearch.

Optional expedited service.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person or by mail.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.