Instructions for Completing the Articles of Incorporation with Statement of Conversion - California Limited Liability Company to a California Stock Corporation

(Form CONV LLC-GS)

A California limited liability company can convert to a California stock corporation by filing Articles of Incorporation with Statement of Conversion - California Limited Liability Company to a California Stock Corporation (Form CONV LLC-GS).

- Form CONV LLC-GS has been created for ease in filing, however, you can compose your own document, provided it meets statutory requirements.
- This form **only** can be used for a **California** limited liability company converting to a California stock corporation by a majority vote of the members.
- To file this Form CONV LLC-GS, the California limited liability company must be active on the records of the California Secretary of State. To check the status of the California limited liability company, go to BusinessSearch.sos.ca.gov.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional article provisions for the corporation are needed.

Fees:

- **Filing Fee:** The fee for filing the Articles of Incorporation with Statement of Conversion - California Limited Liability Company to a California Stock Corporation (Form CONV LLC-GS) is **$150.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
  - **Counter Drop Off:** A separate, non-refundable **$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The $15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of an additional $5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are $1.00 for the first page and $0.50 for each additional page. For certified copies, there is an additional $5.00 certification fee, per copy.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

Reminder: All Filings and Contents are Available to the Public

Filings and information contained in filings you submit to the Secretary of State are public record, including names, phone numbers, email addresses, and mailing and street addresses, except as provided in statutes. To avoid issues related to identity theft you should avoid using and submitting confidential information in public filings unless specifically required by statute. The public can view information and download documents contained in the Secretary of State's electronic records using digital search tools and information posted on the Secretary of State's website. Also, please note that individuals and private companies use this public information to create third party access to these records.

For more information about privacy, please consult our **FAQs Personal Information in Public Filings**. More information on accessing public records is available through the Secretary of State's **Guidelines for Access to Public Records**.

Type or legibly print in black or blue ink.
Complete the Articles of Incorporation with Statement of Conversion - California Limited Liability Company to a California Stock Corporation (Form CONV LLC-GS) as follows:

Item	Instruction	Tips
1.	Enter the proposed name of the converted (new) California corporation **exactly** as it is to appear on the records of the California Secretary of State.	• There are legal limitations on what name can be used for the corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form CONV LLC-GS, go to www.sos.ca.gov/business/be/name-availability. • A name reservation is not required to submit Form CONV LLC-GS. • A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to www.sos.ca.gov/business/be/name-availability.
2a.	Enter the complete street address, city, state and zip code of the converted (new) California corporation's initial address.	• The **complete street address** is required, including the street name and number, city, state and zip code. • Address must be a physical address. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
2b.	If different from the address in Item 2a, enter the converted (new) California corporation's initial mailing address.	• This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity. • Do not abbreviate the name of the city.
3.	**The corporation must have an Agent for Service of Process.** There are two types of Agents that can be named: • an individual (e.g. officer, director, or any other individual) who resides in California with a physical California street address; **OR** • a registered corporate agent qualified with the California Secretary of State.	• An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the corporation. • You must provide information for either an individual OR a registered corporate agent, **not both**. • If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.

Item	Instruction	Tips
3a & b.	If **Individual** Agent: • Enter the name of the initial agent for service of process and the agent's complete **California** street address, city and zip code. • If an individual is designated as the initial agent, complete Items 3a and 3b ONLY. **Do not complete Item 3c**.	• The **complete street address** is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. • Many times, a small corporation will designate an officer or director as the agent for service of process. • The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the corporation provided in filings made with the California Secretary of State.)
3c.	If **Registered Corporate Agent**: • Enter the name of the initial registered corporate agent *exactly* as registered in California. • If a registered corporate agent is designated as the initial agent, complete Item 3c ONLY. **Do not complete Items 3a and 3b**.	• Before a corporation is designated as agent for another corporation, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the corporation. • Advance approval **must be obtained** from a registered corporate agent **prior** to designating that corporation as your agent for service of process. • No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. • Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businessfilings.sos.ca.gov/frmlist1505s.asp. • A corporation cannot name itself as agent.
4.	Enter the number of shares the California corporation is authorized to issue. **Do not** leave blank or enter zero (0).	• The corporation must authorize at least 1 share but can authorize any number of shares. • This form may be used only for a single class of shares. If the corporation needs a multiple class of shares structure, you must compose your own Articles of Incorporation with Statement of Conversion. • Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to dbo.ca.gov or call the California Department of Business Oversight at (866) 275-2677.
5.	The **purpose statement** is required. Do not alter.	
6a.	Enter the name of the existing California limited liability company converting to a California stock corporation.	• To ensure you have the exact name of the California limited liability company, look to your registration document filed with the California Secretary of State and any filed name change amendments. • Secretary of State Records can be accessed online through

Item	Instruction	Tips
		our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your California limited liability company correctly, including the jurisdiction that matches your limited liability company.
6b.	Enter the exact California Secretary of State 12-digit Entity (File) Number for the California limited liability company.	• The 12-digit Entity (File) Number is provided by the Secretary of State above the file stamp at the top of the California limited liability company's registration document filed with the California Secretary of State. • To ensure you have the correct Entity (File) Number of the California limited liability company, look to your registration document filed with the California Secretary of State. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your California limited liability company correctly, including the jurisdiction that matches your limited liability company.
6c.	The conversion statement is required. Do not alter.	
7.	• If the LLC is **member**-managed, all members must sign, unless a lesser number is provided in the articles of organization or the operating agreement. • If the LLC is **manager**-managed, all managers must sign, unless a lesser number is provided in the articles of organization or the operating agreement.	• Check the limited liability company's registration document filed with the California Secretary of State and any filed Amendments for the management structure. • If you need more space for signatures: – Place the additional signatures with acknowledgment statement (Declaration Statement in Article 7) on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form CONV LLC-GS and attach the extra page(s) to the completed Form CONV LLC-GS.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: General statutory filing provisions are found in Sections 200-202 et seq., 1150 et seq. and 17710.01 et seq. All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information must be filed with the California Secretary of State within 90 days **after** filing the Articles of Incorporation and **every year** thereafter during the applicable filing period (Section 1502). A Statement of Information can be filed online at **biz**file.sos.ca.gov or by submitting Form SI-550.

Minimum Tax Requirement: Most corporations must pay a minimum tax of $800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section 23153.) For more information, please refer

to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at https://www.ftb.ca.gov/forms/misc/1060.html.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources.

Note: The California Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation.

Secretary of State
Business Programs Division
Business Entities, P.O. Box 944260, Sacramento, CA 94244-2600

Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission**. This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a $15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

_____

_____

_____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name:

Company:

Address:

City/State/Zip:

Secretary of State Use Only	
T/TR:	
AMT REC'D:	$

Clear Form Print Form

CONV LLC-GS

Secretary of State

Articles of Incorporation with Statement of Conversion – California Limited Liability Company to a California Stock Corporation

IMPORTANT — Read Instructions before completing this form.

Filing Fee – $150.00

Copy Fees – First page $1.00; each attachment page $0.50; Certification Fee - $5.00

Note: Most corporations have to pay a minimum $800 tax to the California Franchise Tax Board each year. For more information, go to https://www.ftb.ca.gov.

This Space For Office Use Only

1. Name of Converted California Corporation (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the **converted** California corporation is _____

_____.

2. Business Addresses of the Converted California Corporation (Enter the **complete** business addresses.)

a. Initial Street Address of Corporation - **Do not list a P.O. Box.**	City (no abbreviations)	State	Zip Code
b. Initial Mailing Address of Corporation, **if different than item 2a.**	City (no abbreviations)	State	Zip Code

3. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is **not** a corporation).	Middle Name	Last Name	Suffix
b. Street Address (if agent is **not** a corporation) - **Do not enter a P.O. Box.**	City (no abbreviations)	State **CA**	Zip Code

CORPORATION – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b.

4. Shares (Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

This corporation is authorized to issue only one class of shares of stock.

The total number of shares which this corporation is authorized to issue is _____.

- CONTINUE ON NEXT PAGE -

2019 California Secretary of State
bizfile.sos.ca.gov

5. Purpose Statement (Do not alter the Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

6. Statement of Conversion for the California Limited Liability Company

6a. The name of the **converting** California limited liability company is _____

_____.

6b. The limited liability company's California Secretary of State file number is _____.

6c. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under California Corporations Code section 17710.03. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.

7. Read, Declare and Sign Below. Do not use computer generated signature. (See instructions for signature requirements.)

Additional article provisions set forth on attached pages, if any, are incorporated herein by reference and made part of this Form CONV LLC-GS. (All attachments should be 8 ½ x 11, one-sided, legible and clearly marked as an attachment to this Form CONV LLC-GS.)

I declare that I am the person who signed this instrument, which is my act and deed.

_____ _____ Member or Manager of
Signature of Member or Manager Type or Print Name

_____ and Incorporator.
Enter Name of converting California LLC

_____ _____ Member or Manager of
Signature of Member or Manager Type or Print Name

_____ and Incorporator.
Enter Name of converting California LLC

Clear Form Print Form

2019 California Secretary of State
bizfile.sos.ca.gov