

Instructions for Completing the Certificate of Conversion (Form CONV-1A)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business-programs/business-entities/forms and can be completed online and printed to mail. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person (drop off) to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

Legal Authority: Statutory provisions for conversion purposes are found in the California Corporations Code commencing with sections [1150](#), [3300](#), [15911.01](#), [16901](#) and [17710.01](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** If the converting entity is a domestic (California) limited partnership, signing Form CONV-1A constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (Section [15902.08\(b\)](#).)

Form CONV-1A may be used for the following conversions:

- A California limited liability company, California limited partnership or registered California general partnership converting into a foreign other business entity; or
- A California stock corporation, California limited liability company, California limited partnership or registered foreign other business entity converting into a California general partnership that does not desire to register in California. If the California general partnership wants to register as part of the conversion use [FORM GP-1A](#).

The conversion of a California corporation, California limited liability company, California limited partnership, or California general partnership may be effected ONLY if: (1) the laws of the converting entity and converted entity expressly permit the creation of that converted entity pursuant to a conversion; and (2) the conversion complies with any and all other applicable California and foreign laws.

There are no statutory provisions in California allowing a California corporation to convert into a foreign corporation or a foreign other business entity.

The term "other business entity" is defined in sections [174.5](#), [1150](#), [3300](#), [15911.01](#), [16901](#) and [17710.01](#).

Fees: If a California corporation is the converting entity, the filing fee is \$150.00. For all other conversions, the filing fee is \$30.00. A non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to www.sos.ca.gov/business-programs/business-entities/service-options. Payment for special handling or preclearance and expedited filing services should be made in a separate check. These services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5.00 certification fee at the time of submission. To get additional copies, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Complete the Certificate of Conversion (Form CONV-1A) as follows:

- Item 1.** Enter the exact name of the converted entity.
- Item 2.** Enter the form of the converted entity (i.e., limited liability company, limited partnership, corporation, etc.)
- Item 3.** Enter the jurisdiction of the converted entity.
- Item 4.** If the converting entity is a California limited partnership, enter the mailing address, including zip code, of the chief executive office of the converted entity. Please do not abbreviate the name of the city.
- Item 5.** If the converting entity is a California limited liability company or a registered California general partnership, enter the street address, including the zip code, of the chief executive office of the converted entity. Please do not enter a P.O. Box or abbreviate the name of the city.
- Item 6.** If the converting entity is a registered California general partnership, enter the street address of the California office of the converted entity, if any. Please do not enter a P.O. Box or abbreviate the name of the city.

Item 7. If the converting entity is a California corporation, limited liability company, limited partnership or registered general partnership:

7a. Enter the name of the converted entity's agent for service of process. (Sections [1155](#), [3304](#), [15911.06](#), [16309](#) and [17710.06](#).) An agent is an individual, whether or not affiliated with the converted entity, designated to accept service of process if the converted entity is sued. The agent should agree to accept service of process on behalf of the converted entity partnership prior to designation. If a California registered corporate agent is designated as agent for service of process, that corporation must have previously filed with the California Secretary of State, a certificate pursuant to California Corporations Code section [1505](#). Note: The converted entity cannot act as its own agent and no California or foreign corporation may file pursuant to Section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the California Secretary of State.

7b. If an individual is designated as the agent for service of process, enter the agent's business or residential street address. Please do not use a P.O. Box address, and do not enter "in care of" (c/o) or abbreviate the name of the city. **Do not** complete Item 7b if a California registered corporate agent is designated as the agent as the address for service of process is already on file.

7c. If an individual is designated as the agent for service of process, enter the mailing address of the designated agent for service of process. Please do not abbreviate the name of the city. **Do not** complete Item 7c if a California registered corporate agent is designated as the agent as the address for service of process is already on file.

Item 8. Enter the exact name of the converting entity.

Item 9. Enter the form of the converting entity (i.e. corporation, limited liability company, limited partnership, etc.)

Item 10. Enter the jurisdiction (state, country or other place) in which the converting entity was formed or organized.

Item 11. Enter the file number issued to the converting entity by the California Secretary of State, if any.

Item 12. This statement is required by statute and must not be altered. If a vote was required pursuant to applicable law, specify the class and the number of outstanding interests of each class entitled to vote on the conversion and the percentage vote required for each class. Attach additional pages, if necessary.

Item 13. Attach any other information required by the laws of the jurisdiction of the converting entity, if any.

Item 14. Form CONV-1A must be signed as required by the applicable statutes, as follows:

- **If the converting entity is a California corporation:** Form CONV-1A must be signed and acknowledged by the chairman of the board, the president or any vice president AND the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer. (Section [1155\(b\)](#) or [3304\(b\)](#).)
- **If the converting entity is a California limited liability company:** Form CONV-1A must be signed and acknowledged by all the members of a member-managed limited liability company or all managers of a manager-managed limited liability company, unless a lesser number is provided in the articles of organization or the operating agreement. (Section [17710.06\(b\)](#).)
- **If the converting entity is a California limited partnership:** Form CONV-1A must be signed and acknowledged by all general partners. (Section [15911.06\(b\)](#).)
- **If the converting entity is a California general partnership:** Form CONV-1A must be signed under penalty of perjury by at least two partners. (Section [16105\(c\)](#).)
- **If the converting entity is a foreign other business entity,** Form CONV-1A must be signed according to the laws of the foreign jurisdiction.

If additional signature space is necessary, the signatures may be made on an attachment to Form CONV-1A.

Any attachments to Form CONV-1A are incorporated by reference and made part of Form CONV-1A. All attachments should be 8 ½" x 11", one-sided and legible.



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:	\$



State of California Secretary of State

CONV-1A

File # _____

Certificate of Conversion

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Converted Entity			
2. Form of Entity		3. Jurisdiction	
4. Mailing Address of Chief Executive Office		City	State Zip Code
5. Street Address of Chief Executive Office - <i>Do not list a P.O. Box</i>		City	State Zip Code
6. Street Address of the California Office, if any - <i>Do not list a P.O. Box</i>		City	State Zip Code
CA			
7. If the converting entity is a California corporation, limited liability company, limited partnership or general partnership, you must designate an agent for service of process: Item 7a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 7b: If the agent is an individual, list the agent's business or residential street address. Item 7c: If the agent is an individual, list the mailing address of the converted entity's agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.			
a. Name of Agent For Service of Process			
b. If an individual , Street Address of Agent for Service of Process - <i>Do not list a P.O. Box</i>		City	State Zip Code
c. If an individual , Mailing Address of Agent for Service of Process		City	State Zip Code

Converting Entity Information

8. Name of Converting Entity		
9. Form of Entity	10. Jurisdiction	11. CA Secretary of State File Number, if any
12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class: <u>The class and number of outstanding interests entitled to vote.</u> AND <u>The percentage vote required of each class.</u>		

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

Date

Signature of Authorized Person

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Type or Print Name and Title of Authorized Person