

Instructions for Completing the Statement of Partnership Authority - Conversion (Form GP-1A)

Where to File: For easier completion, this form is available on the California 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, Business Entities, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person (drop off) at the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. 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 GP-1A constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (Section [15902.08\(b\)](#).)

- Form GP-1A may be used for the following conversions: Any California or foreign corporation, California or foreign limited liability company, California or foreign limited partnership, or foreign other business entity converting into a California general partnership.
- The conversion 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 all other applicable California and foreign laws.

Fees: If a California corporation is the converting entity, the filing fee is \$150.00. For all other conversions, the filing fee is \$70.00. 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 Statement of Partnership Authority - Conversion (Form GP-1A) as follows:

- Item 1.** Enter the exact name of the general partnership (the "converted entity"). (Section [16303](#).)
- Item 2.** Enter the complete street address of the chief executive office of the general partnership. Please do not enter a P.O. Box address or abbreviate the name of the city. (Section [16303](#).)
- Item 3.** If any, and if different from Item 2, enter the complete street address of an office in California. Please do not enter a P.O. Box address or abbreviate the name of the city. (Section [16303](#).)
- Item 4.** If different from Items 2 or 3, enter the mailing address of the chief executive office. Please do not abbreviate the name of the city. (Section [16303](#).)

Items If the converting entity is a California corporation or limited partnership:

- 5a-5c.** 5a: Enter the name of the general partnership's initial 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 general partnership, who resides in California or California registered corporate agent designated to accept service of process if the general partnership is sued. The agent should agree to accept service of process on behalf of the general 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: A general partnership 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.
- 5b: If an individual is designated as the agent for service of process, enter the agent's business or residential street address in California. (Section [16309](#).) 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 5b if a California registered corporate agent is designated as the agent as the address for service of process is already on file.
- 5c: If an individual is designated as the agent for service of process, enter the agent's mailing address. Please do not abbreviate the name of the city. Do not complete Item 5c if a California registered corporate agent is designated as the agent as the address for service of process is already on file.

- Item 6.** Enter the full names of all partners who are authorized to execute instruments transferring real property held in the name of the partnership. Attach additional pages, if necessary. (Section 16303.)
- Items 7 & 8.** Pursuant to Section 16303, the partnership must provide either of the following: (Item 7) the names and mailing addresses of all of the partners; or (Item 8) the name and mailing address of an agent appointed and maintained by the partnership to provide the names and mailing addresses of all the partners pursuant to the provisions of Section 16303(b).
- Item 9.** Enter the exact name of the converting entity.
- Item 10.** Enter the form of the converting entity (i.e., corporation, limited liability company, limited partnership, etc.)
- Item 11.** Enter the jurisdiction (state, country or other place) in which the converting entity was formed or organized.
- Item 12.** Enter the file number issued to the converting entity by the California Secretary of State, if any.
- Item 13.** This statement is required by statute and must not be altered. If a vote was required pursuant to the 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 14.** Attach any other information to be included in the Statement of Partnership Authority of the converted entity, provided that the information is not inconsistent with law. Also, attach additional conversion information required by the laws of the jurisdiction of the converting entity, if any.
- Item 15.** Form GP-1A must be signed under penalty of perjury (Section 16105(c)), and as required by the applicable statutes of the converting entity, as follows:
- **If the converting entity is a California corporation:** Form GP-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. (Sections 1155(b) and 3304(b).)
 - **If the converting entity is a California limited liability company:** Form GP-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 GP-1A must be signed and acknowledged by all general partners. (Section 15911.06(b).)
 - **If the converting entity is a foreign other business entity,** Form GP-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 GP-1A.

Any attachments to Form GP-1A are incorporated by reference and made part of Form GP-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

GP-1A

File # _____

Document # _____

General Partnership Statement of Partnership Authority - Conversion

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of General Partnership				
2. Street Address of the Chief Executive Office - <i>Do not list a P.O. Box</i>	City	State	Zip Code	
3. Street Address of the California Office, if any - <i>Do not list a P.O. Box</i>	City	State CA	Zip Code	
4. Mailing Address of Chief Executive Office, if different from Items 2 or 3	City	State	Zip Code	
5. If the converting entity is a California corporation or limited partnership, you must designate an initial agent for service of process: Item 5a: 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 5b: If the agent is an individual, list the agent's CA business or residential street address. Item 5c: If the agent is an individual, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.				
a. Name of Initial Agent For Service of Process				
b. If an individual , Street Address of Agent for Service of Process in CA - <i>Do not list a P.O. Box</i>	City	State CA	Zip Code	
c. If an individual , Mailing Address of Agent for Service of Process	City	State	Zip Code	
6. Names of the partners authorized to execute instruments transferring real property held in the name of the partnership (attach additional pages, if necessary).				
Partner Name	Partner Name	Partner Name		
7. Either list the full names and mailing addresses of all partners (attach additional pages, if necessary), or proceed to Item 8.				
Name	Address	City	State	Zip Code
Name	Address	City	State	Zip Code
8. State the full name and mailing address of an agent appointed and maintained by the partnership who will maintain a list of the names and mailing addresses of all partners.				
Name	Address	City	State	Zip Code

Converting Entity Information

9. Name of Converting Entity		
10. Form of Entity	11. Jurisdiction	12. CA Secretary of State File Number, if any
13. 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

14. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.	
15. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.	
_____ Signature of Authorized Person	_____ Type or Print Name and Title of Authorized Person
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