

ARTICLES OF ENTITY CONVERSION:

Conversion of a Corporation into a Limited Liability Partnership

State Form 51574 (R2 / 4-12) Approved by State Board of Accounts, 2004 CONNIE LAWSON SECRETARY OF STATE CORPORATE DIVISION

302 W. Washington Street, Rm. E018 Indianapolis, IN 46204 Telephone: (317) 232-6576

Indiana Code 23-1-18-3

FILING FEE: \$30.00

INSTRUCTIONS:

- 1. Use 8 ½" x 11" white paper for attachments.
- 2. Present original and one (1) copy to the address in upper right corner of this form.
- 3. Please TYPE or PRINT.
- 4. Please visit our office on the web at www.sos.in.gov.

ARTICLES OF CONVERSION OF	
(hereinafter "Non-surviving Corporation")	
INTO	
(hereinafter "Surviving LLP")	

ARTICLE I: PLAN OF ENTITY CONVERSION

- a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A."
 - The following is information that must be included in the Plan of Entity Conversion: (please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).
 - A statement of the type of business entity that the surviving entity will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
 - The terms and conditions of the conversion;
 - The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLP following its conversion; and
 - The full text, as in effect immediately after the consummation of the conversion, of the organic document, if any, of Surviving LLP.
 - If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.
- Please read and sign the following statement.
 I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation and/or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of the Non-surviving Corporation as required by the laws of the State of Indiana.

 Signature ______ Printed Name ______ Title ______

	ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION
a.	The following is name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion:
b.	The following is the date on which Non-surviving Corporation was incorporated in the State of Indiana (month, day, year):

b.	The following is the date on which Non-surviving Corporation was incorporated in the State of Indiana (month, day, year):					
	ARTICLE III: NAME AND PRINCIPLE OFFICE OF SURVIVING LLP					
a.	The name of Surviving LLP is:					
•	(Please note pursuant to Indiana Code 23-4-1-1, this name must include the words "Limited Liability Partnership", "L.L.P.", or "LLP".) (If Surviving LLP is a foreign LLP, then its name must adhere to the laws of the state in which it is domiciled.)					
b.	The address of Surviving LLP's Principal Office is the following:					
Street	Address (number and street) City State ZIP Code					

	ARTICLE IV: REGISTERED OFFIC	E AND AGENT OF SU	RVIVING LLP	
Registered Ac	ent: The name and street address of Surviving LLP's Register			followina:
lame of Register				g.
ddress of Regist	tered Office (number and street or building)	City		ZIP Code
			Indiana	
	ARTIOLE V. OTATEMENT OF	- PUPPOSE OF SURV	VINO LL D	
	ARTICLE V: STATEMENT OF		VING LLP	
Please give a	brief statement describing the business in which Surviving LLF	will be engaged:		
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ARTIC	CLE VI: JURISDICTION OF SURVIVING LLP AND CH	ARTER SURRENDER	OF NON-SURVIVING CORPO	RATION
SECTION 1:	<u>JURISDICTION</u>			
Diseas state		d		
Please state	e the jurisdiction in which Surviving LLP will be organized and g	joverned.		
SECTION 2:	CHARTER SURRENDER (Please complete this section	n only if Surviving LLP is	organized outside of Indiana).	
If the jurisdie "Exhibit B."	ction stated above is not Indiana, please set forth the Articles of	of Charter Surrender for No	n-surviving Corporation and attach	herewith as
Pursuant to	Indiana Code 23-1-38.5-14, the Articles of Charter Surrender	must include:		
1.	The name of the non-surviving Corporation;		varaian of Nan aunilying Corn	tion into
۷.	A statement that the Articles of Charter Surrender are being an LLP that will be organized in a jurisdiction other than the	State of Indiana;		
3.	A signed statement under penalty of perjury that the convel Corporation in a manner required by Indiana Law and cons			
	Corporation;		ICOI potation of the bylaws of mon-s	urviving
4. 5.	The jurisdiction under which Surviving LLP will be organize The address of Surviving LLP's executive office.	d; and		
In Witness Wh	ereof, the undersigned being an officer or other duly authorized	d representative of Non-su	rviving Corporation executes these	
	ty Conversion and verifies, subject to penalties of perjury, that			
	this day of	, 20	·	
Signature		Printed Name		
Signature		Printed Name		
Title				