Reset Form

ARTICLES OF ENTITY CONVERSION

Conversion of a Corporation into a Limited Partnership

State Form 51580 (R3 / 8-14)
Approved by State Board of Accounts, 2014

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SECRETARY OF STATE
CORPORATE DIVISION
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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.*

Indiana Code 23-1-18-3

FILING FEE: $30.00

ARTICLES OF CONVERSION OF

_____

*(hereinafter "**Non-surviving** Corporation")*

INTO

_____

*(hereinafter "**Surviving** LP")*

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 basic 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 LP 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 LP.
- 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.

b. 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 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 the 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)*: _____

ARTICLE III: NAME AND PRINCIPLE OFFICE OF SURVIVING LP

a. The name of Surviving LP is the following:

_____

- (Please note pursuant *to Indiana Code 23-16-2-1,* this name must include the words "Limited Partnership", "L.P.", or "LP".)
- (If Surviving LP is a foreign LP, then its name must adhere to the laws of the state in which it is domiciled.)

b. The address of Surviving LP's Principal Office is the following:

Street address *(number and street)*	City	State	ZIP code

ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LP

Registered Agent: The name and street address of Surviving LP's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent			
Address of Registered Office *(number and street)*	City	**Indiana**	ZIP code

ARTICLE V: GENERAL PARTNERS OF SURVIVING LP

Please state the names and business addresses of each general partner of Surviving LP.

Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code
Name			
Business address *(number and street)*	City	State	ZIP code

ARTICLE VI: PARTNERSHIP AGREEMENT OF SURVIVING LP (OPTIONAL)

Please attach herewith and designate as "Exhibit B" any matters or terms concerning Surviving LP that the general partners of Surviving LP wish to include.

ARTICLE VII: DISSOLUTION OF SURVIVING LP

Please state the latest date upon which the LP is to dissolve *(month, day, year)*

ARTICLE VIII: NON-SURVIVING BUSINESS ENTITIES

SECTION 1: **JURISDICTION**

Please state the jurisdiction in which Surviving LP will be organized and governed.

SECTION 2: **CHARTER SURRENDER**

If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for Non-surviving Corporation and attach herewith as "Exhibit C."

Pursuant to *Indiana Code 23-1-38.5-14*, the Articles of Charter Surrender must include:

1. The name of the non-surviving Corporation;
2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LP that will be organized in a jurisdiction other than the State of Indiana;
3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of the Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;
4. The jurisdiction under which Surviving LP will be organized; and
5. The address of Surviving LP's executive office.

Required:

☐ By checking the box, the signator(s) represent(s) that the registered agent named in the application has consented to the appointment of the registered agent.

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true this

_____ day of _____, 20____.

Signature	Printed name
Title	