



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1010.1
(04/08)

ARTICLES OF ORGANIZATION FOR CONVERSION OF A DOMESTIC OR
FOREIGN PARTNERSHIP OR LIMITED PARTNERSHIP TO A LIMITED LIABILITY COMPANY

The undersigned, on behalf of the partnership or limited partnership set forth below, pursuant to Title 13.1, Chapter 12, Article 2 of
the Code of Virginia, states as follows:

1. The name of the former [] partnership or [] limited partnership (mark one) is

2. A. The date and place of filing of the initial certificate or statement of partnership, certificate of limited partnership or similar
document of the former partnership or limited partnership (if any) are:

date: _____; place of filing: _____.

B. If the former partnership or limited partnership is a registered limited liability partnership, the date and place of filing of
the initial statement of registration (or similar document) as a registered limited liability partnership are:

date: _____; place of filing: _____.

3. The name of the limited liability company upon conversion is

(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, L.L.C. or LLC)

4. A. The name of the limited liability company's initial registered agent is

B. The registered agent is (mark appropriate box)

(1) an INDIVIDUAL who is a resident of Virginia and

- [] a member or manager of the limited liability company.
[] a member or manager of a limited liability company that is a member or manager of the limited liability company.
[] an officer or director of a corporation that is a member or manager of the limited liability company.
[] a general partner of a general or limited partnership that is a member or manager of the limited liability company.
[] a trustee of a trust that is a member or manager of the limited liability company.
[] a member of the Virginia State Bar.

OR

(2) [] a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability
partnership authorized to transact business in Virginia.

5. The limited liability company's initial registered office address, including the street and number, if any, which is identical to
the business office of the initial registered agent, is

_____ VA _____,
(number/street) (city or town) (zip)

which is located in the [] county or [] city of _____.

6. The limited liability company's principal office address, including the street and number is

(number/street) (city or town) (state) (zip)

7. The terms and conditions of this conversion were approved by the partners in the manner provided in the partnership's
agreement for amendments to the partnership agreement or by all of the partners.

Executed on behalf of the partnership/limited partnership by: _____
(signature)

(phone number (optional)) (date) (printed name and title)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included
in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM LLC-1010.1

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this form from our website at www.scc.virginia.gov/clk/formfee.aspx.

The proposed limited liability company name must be distinguishable upon the records of the Commission. See § 13.1-1012 of the Code of Virginia. To check the availability of a limited liability company name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The limited liability company may not serve as its own registered agent.

The location of the registered office must be identical to the business office of the registered agent. See § 13.1-1015 of the Code of Virginia.

The registered office address must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location. Set forth the name of the county or independent city in which the office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

The principal office is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. It is also the location at which the limited liability company is required to keep a current list of the full name and last known address of each member of the limited liability company, as well as the other limited liability company information and records specified in § 13.1-1028 of the Code of Virginia.

The principal office address must include a street and number, if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the statutory provisions described in the preceding paragraph.

The articles must be executed on behalf of a partnership by a partner and on behalf of a limited partnership by a general partner. Each person signing these articles must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.

These articles may not be filed with the Commission by a limited partnership until all fees and penalties to be collected by the Commission under Virginia's Revised Uniform Limited Partnership Act have been paid by or on behalf of the limited partnership; provided, however, that an assessed annual registration fee does not have to be paid if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 50-73.70 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

When a foreign limited partnership that is registered to transact business in Virginia or a foreign partnership or limited partnership that is registered as a foreign registered limited liability partnership converts into a domestic limited liability company, its certificate of registration to transact business in Virginia and/or certificate of registration as a foreign registered limited liability partnership, as the case may be, is automatically canceled as of the effective date of the certificate of organization that is issued by the Commission. See § 13.1-1010.1 of the Code of Virginia.