



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC722.12-CORP
(04/08)

GUIDE FOR ARTICLES OF ENTITY CONVERSION
(Virginia limited liability company converting to a Virginia stock corporation)

ARTICLES OF ENTITY CONVERSION OF
(name of limited liability company)

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the limited liability company immediately prior to the filing of these articles of entity conversion is (name of the limited liability company as set forth on the Commission's records). The limited liability company shall convert to a Virginia corporation and its name shall be (name of resulting corporation).
 2. The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:
 - A. The full text of the articles of incorporation of the resulting corporation as they will be in effect immediately after consummation of the conversion is attached hereto.
 - B. *(Set forth the terms and conditions of the plan of entity conversion, including the manner and basis by which the interests of the limited liability company will be converted into shares of the resulting corporation. See Instructions.)*
 - C. *(Set forth any additional provisions that are included in the plan of entity conversion.)*
 3. *(State how the plan was adopted by the members of the limited liability company using A or B, below, whichever is applicable.)*
 - A. The plan of entity conversion was adopted by the unanimous vote of the members of the limited liability company.
- OR**
- B. The plan of entity conversion was adopted by the members of the limited liability company in the manner provided in the limited liability company's operating agreement or articles of organization for amendments.

Executed in the name of the limited liability company by:

<u>(signature)</u>	<u>(date)</u>
<u>(printed name)</u>	<u>(title (e.g., manager or member))</u>
<u>(limited liability company's SCC ID no.)</u>	<u>(telephone number (optional))</u>

(If applicable, set forth a statement that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)

(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company.)

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.

THIS FORM IS TO BE USED AS A GUIDE ONLY.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM SCC722.12-CORP

Guideform SCC722.12-CORP has been produced by the Commission as a guide to help you prepare the limited liability company's articles of entity conversion. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

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 guideform from our website at www.scc.virginia.gov/clk/formfee.aspx.

The articles of incorporation of the resulting stock corporation, which must comply with the requirements of Chapter 9 of Title 13.1 of the Code of Virginia, must be attached to the articles of entity conversion. Form SCC619 contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia corporation. You may download the form from our website at www.scc.virginia.gov/clk/formfee.aspx.

The name of the resulting corporation must satisfy the requirements of § 13.1-630 of the Code of Virginia. See the instructions to form SCC619 for details. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The plan of entity conversion must set forth the manner and basis of converting the interests in the limited liability company into shares of stock in the resulting corporation. This is often expressed as a ratio, as it allows one to determine how many shares each member will receive when the limited liability company becomes a corporation. (For example, "Each 1% membership interest in the limited liability company will be converted into 1 share of common stock in the resulting corporation.") However, if one person holds all of the interests, it would be sufficient to state that the interests of the sole member of the limited liability company will be converted into a specified number of shares. **IMPORTANT:** The manner and basis of converting the interests of the limited liability company into shares of the resulting corporation must preserve the ownership proportion and the relative rights, preferences, and limitations of each interest. See § 13.1-722.10 of the Code of Virginia.

The plan of entity conversion must be approved by the members of the limited liability company in the manner provided in the limited liability company's operating agreement or articles of organization for amendments or, if no such provision is made in an operating agreement or articles of organization, by the unanimous vote of the members of the limited liability company. See § 13.1-722.11 of the Code of Virginia.

The articles of entity conversion must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or other such persons have been selected, by any member of the limited liability company, or if the limited liability company is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

The person signing the articles of entity conversion must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must 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. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, not a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, set forth a statement to this effect below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

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 until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid prior to filing if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

Send the original, signed articles of entity conversion and the articles of incorporation 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 total amount of the **charter and filing** fees, 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.

Charter fee: 1,000,000 or fewer authorized shares: \$50 for **each** 25,000 shares or fraction thereof
(note: the minimum annual registration fee assessment is based on 5,000 or fewer authorized shares)
more than 1 million authorized shares: \$2,500

Filing fee: \$25