

Instructions to Form LLC1085-CORP - Guide for Articles of Conversion

(Virginia limited liability company to a Virginia stock corporation)

Filing Requirements									
Pay all annual registration fees and penalties before submitting the articles to the Commission.									
Attach the articles of incorporation of the resulting stock corporation to the articles of conversion (see form SCC619 for the minimum number of provisions required by Virginia law).									
Required Fees									
Charter Fee: 1 million or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof More than 1 million shares - \$2,500	Filing Fee: \$25.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to submit for filing the articles of conversion in real time.	Download from https://scc.virginia.gov/pages/Virginia-Limited-Liability-Companies complete, print, and mail or deliver to:								
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table border="0"><tr><td>State Corporation Commission</td><td>Courier Delivery Address</td></tr><tr><td>Clerk's Office</td><td>1300 E. Main St, 1st floor</td></tr><tr><td>P.O. Box 1197</td><td>Richmond, VA 23219</td></tr><tr><td>Richmond, VA 23218-1197</td><td></td></tr></table>	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.								

Specific Instructions

Article I Name

The entity must use one of these designations in its name:

- Corp. • Corporation
- Inc. • Incorporated
- Co. • Company
- Ltd. • Limited

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a name, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

Article III Plan of Conversion

The plan of conversion must detail the manner and basis of converting the membership interests of the limited liability company into shares of stock of the resulting corporation, which **must preserve the ownership proportion and the relative rights, preferences, and limitations of each membership interest**. 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 (e.g., "Each 1% membership interest in the limited liability company will be converted into 10 shares of common stock of the resulting corporation."). However, if one person holds all of the membership interests, it would be sufficient to state that the membership interests of the sole member of the limited liability company will be converted into a specified number of shares.

Article IV Approval

(1) If the limited liability company has members, unless the articles of organization or a written operating agreement of the limited liability company provides otherwise, the members shall approve the plan of conversion in the manner provided in the limited liability company's operating agreement for amendments

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.

to the operating agreement by the members or, if no provision is made in the operating agreement, by all the members. (2) If the limited liability company was formed without any members and no members have been admitted, the plan of entity conversion shall be approved by a majority of the persons named as a manager in the articles of organization or, if there are no members or managers, by a majority of the organizers of the limited liability company.

Signature

One of the following officials with the right and power to manage the company's business and affairs must sign the articles:

- a manager or other selected person
- a member (e.g., an owner is a member), if there is no manager or other person selected
- an organizer, if the entity began without managers or members and no members exist
- a receiver, trustee, or other court-appointed fiduciary, if applicable

An officer (e.g., the president) cannot sign these articles unless that individual has the right and power to manage the company's business and affairs.

If signing on behalf of a manager or member that is a business entity, include the business entity's name, the business entity's relationship to the LLC (e.g., "manager"), and the printed name and business entity-related title of the person signing.

For each person signing, include the signature, printed name, position title (e.g., manager or member), and date signed.

Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.



Guide for Articles of Conversion

(Virginia limited liability company converting to a
Virginia stock corporation)

The Commission produced this guide to help you prepare the limited liability company's articles of conversion. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions).

NOTE: A marked-up version of this guide **will not** be accepted.

ARTICLES OF CONVERSION OF

(limited liability company's name)

Pursuant to Title 13.1, Chapter 12, Article 15 of the Code of Virginia, the undersigned, on behalf of the limited liability company set forth below, states as follows:

Article I The name of the Virginia limited liability company immediately before the filing of these articles of conversion is (name as set forth on the Commission's records). The limited liability company shall convert to a Virginia stock corporation and its name shall be (name of resulting corporation).

Article II The converting limited liability company was originally organized (or formed or incorporated) on (date) as a (business entity type) with the name (converting entity's original name). *(For each subsequent change of entity type or jurisdiction of organization, formation, or incorporation made before the filing of these articles, set forth the effective date of the change and the converting entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon consummation of the change.)*

Article III The plan of conversion, pursuant to § 13.1-1083 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 upon consummation of the conversion is attached hereto.
B. *(Set forth the terms and conditions of the plan of conversion, including the manner and basis by which the membership interests of the limited liability company will be converted into shares of the resulting corporation.)*
C. *(Set forth any additional provisions that are included in the plan of entity conversion.)*

Article IV The plan of conversion was adopted by the limited liability company in accordance with § 13.1-1084 of the Code of Virginia on (date).

Signature

The person signing this document has been delegated the right and power to manage the company's business and affairs and affirms the above statements are true.

_____ *(signature)* _____ *(date)* _____ *(tel. # (optional))*

_____ *(printed name)* _____ *(title)* _____ *(email address (optional))*

_____ *(LLC's SCC ID #)* _____ *(business tel. # (optional))* _____ *(business email address (optional))*