**Instructions to Form SCC722.12-LLC - Guide for Articles of Conversion**

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

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| --- |
| **Filing Requirements** |
| Pay all annual registration fees and penalties before submitting the articles to the Commission. |
| Attach the articles of organization of the resulting limited liability company to the plan of conversion (see form LLC1011) for the minimum number of provisions required by Virginia law). |
| **Required Fees** | **Filing Fee: $100.00** |
| **File Online Today**  | **Paper Filing** |
| Visit <https://cis.scc.virginia.gov> to submit for filing articles of conversion in real time.**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. | Download from <https://scc.virginia.gov/pages/Virginia-Stock-Corporations> complete, print, and mail or deliver to:**State Corporation Commission** **Courier Delivery Address**Clerk’s Office 1300 E. Main St, 1st floorP.O. Box 1197 Richmond, VA 23219Richmond, 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:

|  |  |  |
| --- | --- | --- |
| * Limited Company
 | * LC
 | * LLC
 |
| * Limited Liability Company
 | * L.C.
 | * L.L.C.
 |

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 outstanding shares of the corporation’s stock into membership interests in the resulting LLC, which **must preserve the ownership proportion and the relative rights, preferences, and limitations of each share***.* This is often expressed as a ratio, dividing by 100% the number of issued and outstanding shares, to determine the membership interest each shareholder will receive when the corporation becomes a limited liability company (e.g., if 500 shares of common stock are issued and outstanding, the plan could provide that “Each outstanding share of common stock will be converted into a 0.2% membership interest in the resulting limited liability company.”). However, if one person holds all the outstanding shares, you can state that the shares held by the sole shareholder will be converted into a 100% membership interest in the resulting limited liability company.

**Article IV Approval**

The plan of conversion must (i) be approved by the unanimous consent of the shareholders, or (ii) be adopted by the board of directors and be approved by the shareholders of each class or series of shares voting as a separate voting group by more than ***two-thirds*** of the votes entitled to be cast by that voting group, unless the board of directors required a greater vote or the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote on the plan.

**Signature**

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation’s SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

**Important Information**

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

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

**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](http://www.scc.virginia.gov/clk).

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Form **SCC722.12-LLC** (Rev. 07/21)

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| --- | --- | --- |
| SCC_mp - seal - no bgrd**Form** **SCC722.12-LLC**(Rev. 07/21) State Corporation Commission  | **Guide for Articles of Conversion** (Virginia stock corporation converting to a Virginia limited liability company) |  |

The Commission produced this guide to help you prepare the Virginia corporation’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

 *(corporation’s name)*

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

**Article I** The name of the Virginia corporation immediately before the filing of these articles of conversion is (*name*

*as set forth on the Commission’s records*). The corporation shall convert to a Virginia limited liability company

 and its name shall be (*name of resulting limited liability company*).

**Article II** The converting corporation was originally incorporated(*or formed or organized*) 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 § 13.1-722.10 of the Code of Virginia, is set forth as follows:

1. The full text of the articles of organization of the resulting limited liability company as they will be in effect

upon consummation of the conversion is attached hereto.

1. (*Set forth the terms and conditions of the plan of conversion, including the manner and basis by which*

*the outstanding shares of the corporation will be converted into interests of the resulting limited liability company*.)

1. (*Set forth any additional provisions that are included in the plan of entity conversion*.)

**Article IV** (Use A or B to set forth how the plan was adopted. See the Instructions for additional information.)

 A. The plan of conversion was approved by the unanimous consent of the shareholders on *( date ).*

B. The plan of conversion was adopted by the board of directors and was duly approved by the shareholders on *( date* ) in the manner required by Chapter 9 of Title 13.1 of the Code of Virginia and by the articles of incorporation.

**Signature**

Executed in the name of the corporation by:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| *(signature)* |  | *(date)* |  | *(tel. # (optional))* |
| *(printed name)* |  | *(title)* |  | *(email address (optional))* |
| *(corporation’s SCC ID #)* |  | *(business tel. # (optional))* |  | *(business email address (optional))* |

# THIS FORM IS TO BE USED AS A GUIDE ONLY.