

Instructions M085i Statement of Conversion

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
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General Information

Applicable law. The Arizona Entity Restructuring Act, effective January 1, 2015, sets out the procedural aspects of conversion for all entity types. *See, in general*, A.R.S. §§ 29-2101 thru 2703; *for conversion*, A.R.S. §§ 29-2401 thru 29-2407. The requirements for the Statement of Conversion are set forth in A.R.S. § 29-2405. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Which entity should file the Statement of Conversion with the ACC?

The converting entity must sign and file the Statement of Conversion. "Converting entity" means the domestic entity that approves a plan of conversion pursuant to section 29-2403 or the foreign entity that approves a conversion pursuant to the law of its jurisdiction of organization. A.R.S. § 29-2102(9). "Jurisdiction of organization" means the jurisdiction whose law includes the governing statute of the entity. A.R.S. § 29-2102(28). For example, if the converting entity is a Texas corporation, then the jurisdiction of organization is Texas.

Example 1: Both the converting entity and the converted entity are either an Arizona corporation or LLC – the converting entity would sign and file the Statement with the ACC.

Example 2: The converting entity is a limited liability partnership and the converted entity is an Arizona LLC – the converting entity must sign the Statement and file it with both the ACC and the Secretary of State.

Example 3: The converting entity is a Delaware corporation, and the converted entity is an Arizona LLC – the converting entity will sign and file the Statement with both Delaware and the ACC.

What attachments are required?

The attachments are delineated on the ACC form for the Statement of Conversion. The converted entity type

determines what will be attached. If the converted entity is an Arizona LLC or an Arizona corporation, Articles of Incorporation or Articles of Organization, respectively, must be attached to the Statement of Conversion. If the converted entity is an Arizona LLP, the Statement of Qualification must be attached to the Statement of Conversion. If the converted entity is a foreign LLC or foreign corporation that will be qualified to transact business in Arizona, the Application for Registration or Application for Authority, respectively, must be attached to the Statement.

NOTE: Any Articles, Application, or Statement attached to the Statement of Conversion must separately meet all the statutory filing requirements for that document type. The filing fee for that document type must also be paid (in addition to the fee for the Statement of Conversion) when the Statement of Conversion is filed.

When is the Statement of Conversion effective?

If no date is specified – if no delayed date is specified in the Statement of Conversion, and if the Statement of Conversion and any attachments thereto meet all statutory filing requirements and all fees are paid, the Statement is effective on the date the Statement was delivered to the Arizona Corporation Commission.

If a delayed effective date or time or both is specified – if the Statement plus any attachments meets all statutory filing requirements and all fees are paid, the Statement would be effective on the specified time and date. If a delayed date is specified, but no time is given, then the time used will be 12:01 a.m. Mountain Standard Time. A delayed effective date may not be later than the ninetieth (90th) day after the date the Articles are delivered to the Commission for filing.

If all filing requirements were not met, the Arizona Corporation Commission will send notice that additional information and/or fees are required.

What date of incorporation or formation will be shown for the converted entity?

The original date of incorporation or formation of the converting entity will be the incorporation date of the converted entity in the records of the Arizona Corporation Commission.

What would be the annual report due date for a converted entity that is a corporation?

A converted entity that is an Arizona corporation would have an annual report due on the anniversary of the date on which the Statement of Conversion was submitted for filing, beginning the next calendar year after the Statement is filed. EXAMPLE – a foreign LLC that was originally incorporated on January 1, 1995 files on January 1, 2015 to convert to become an Arizona corporation. The annual report due date for the converted Arizona corporation will be January 1, 2016.

Filing fee. If the converting entity is an Arizona corporation, the filing fee is \$100. *See* A.R.S. § 10-122. If the converting entity is an Arizona LLC, the filing fee is \$50. *See* A.R.S. § 29-851. If the converting entity is a foreign entity, the filing fee will be determined by the entity type of the converted entity. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. *See* A.R.S. §§ 10-122, 10-3122, 29-851.

NOTE: The filing fee for any Articles, Application, or Statement attached to the Statement of Conversion must also be paid (in addition to the fee for the Statement of Conversion) when the Statement of Conversion is filed.

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. *See* A.R.S. §§ 10-122; 10-3122; 29-851. The expedite fee is \$35.00. *See* Decision No. 68008, July

22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. Give the exact name of the converting entity. If the converting entity is an Arizona corporation or LLC, or is a foreign entity already on the ACC system, the name must match exactly the entity name as shown in ACC records at the time the Statement is submitted for filing. If the converting entity is an Arizona LLP, the entity name must match exactly the name as shown in the records of the Secretary of State of Arizona at the time the Statement is submitted for filing.

Number 1.1. Give the jurisdiction of organization of the converting entity. "Jurisdiction of organization" means the jurisdiction whose law includes the governing statute of the entity. For example, if the converting entity is an Arizona corporation, then the jurisdiction of organization is Arizona.

Number 1.2. Give the converting entity type, such as corporation or LLC.

Number 1.3. Give the date on which the converting entity was originally incorporated or formed.

Number 2. Give the exact name of the converted entity. "Converted entity" means the converting entity as it continues in existence after a conversion. A.R.S. § 29-2102(8). NOTE – be sure and include within the name the appropriate entity identifier. For example, if a corporation is converting to become an LLC, an appropriate LLC identifier must be part of the entity name. For LLC naming requirements, see A.R.S. § 29-602, or the Instructions to the ACC form for Articles of Organization. For corporation naming requirements, see A.R.S. § 10-401 or 10-3401 (nonprofits), or the Instructions to the ACC form for Articles of Incorporation for your corporation type. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Number 2.1. Give the jurisdiction of organization of the converted entity. "Jurisdiction of organization" means the jurisdiction whose law includes the

governing statute of the entity. For example, if the converted entity is an Arizona corporation, then the jurisdiction of organization is Arizona.

Number 2.2. Check the appropriate box to indicate the converted entity type, such as corporation or LLC. Follow the instruction, if any, beside the box you check.

Number 3. If the converted entity is a foreign entity that will not be qualified to transact business in Arizona, provide a mailing address to which service of process may be mailed in the future by the ACC. If the converted entity will be qualified in Arizona or is an Arizona entity, leave this section blank.

Number 4. See A.R.S. § 29-2403, which sets forth the requirements for approval of the conversion by the converting entity. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. By signing the Statement of Conversion, the signer is declaring under the penalty of perjury that the statement made in number 4 is true. Do not sign or submit the Statement for filing if number 4 is not true.

Number 5. Please refer to "When is the Statement of Conversion effective" under General Information above. If the Statement is to be effective (once approved) on the date it was delivered, leave this section blank.

Signature and Verification

The appropriate representative of the converting entity must sign the Statement. If the converting entity is a corporation, an officer or the Chairman of the Board of Directors must sign. If the converting entity is a manager-managed LLC, then any manager can sign. If the converting entity is a member-managed LLC, then any member can sign.

The document is submitted under penalty of perjury.

Complete all information in the signature box. Sign on the line by "signature." Print the name of the individual signing by the section for "print name." Give the title (officer, manager, etc.) of the person signing. THE TITLE OF THE PERSON SIGNING MUST BE PROVIDED OR THE

DOCUMENT WILL BE REJECTED. Fill in the date.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>

What to submit:

1. Cover Sheet;
2. Statement of Conversion;
3. If applicable, attach one of the following: Articles of Incorporation, Articles of Organization, or Application for Registration or Application for Authority; or Statement of Qualification (partnerships);
4. Payment for the Statement plus payment for attachments, if applicable.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers

will not be accepted. For example, we will not accept temporary checks, such as those from a new account. We will accept checks drawn on non-U.S. banks as long as the check states that the funds are payable in U.S. dollars.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.