

**EFFECTIVE AUGUST 1, 2014
UPDATED DECEMBER 30, 2014**

FOREIGN CORPORATION AND FOREIGN LLC CONVERSIONS

Please note:

If documents that differ from the information outlined on the following page were submitted and are pending before August 1, we will process those and will not reject for failure to comply with the information set forth. *Beginning August 1*, we will reject for failure to comply with the information set forth on the following pages.

UPDATE:

This Guide has been updated to reflect changes in process that will be effective January 1, 2015, due to legislation that becomes effective January 1, 2015, and to clarify that ***this Guide applies to documents from states other than Arizona.***

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Conversion to a NEW DOMICILE STATE, SAME ENTITY TYPE:

Foreign CORPORATION:

- Must submit certified copy of the documents filed in the foreign state dated not more than 60 days prior (A.R.S. § 10-1504 or § 10-11504).
- If the certified copies of the documents are older than 60 days prior, the corporation must pay the penalty of \$100 in addition to any other required fees (A.R.S. § 10-122(D) or § 10-3122).
- If the foreign corporation will continue to be qualified here:
 - Must submit Articles of Amendment to Application for Authority and pay that filing fee.
 - It is not necessary for the corporation to pay a merger fee (or, after January 1, 2015, the fee for a Statement of Domestication).
 - It is not necessary for the corporation to submit a regular Application for Authority.
- If the foreign corporation does not want to continue to be qualified here:
 - We treat it as a merger (or, after January 1, 2015, a domestication) and it becomes a "no record" entity.
 - The merger fee must be paid (or, after January 1, 2015, the fee for a Statement of Domestication).

Foreign LLC:

- Must submit certified copy of the documents filed in the foreign domicile dated not more than 60 days prior (A.R.S. § 29-805).
- If the LLC will continue to be qualified here:
 - Must submit Articles of Amendment to Application for Registration and pay that filing fee (A.R.S. § 29-805).
 - It is not necessary for the LLC to pay a merger fee (or, after January 1, 2015, the fee for a Statement of Domestication).
 - It is not necessary for the LLC to submit a new Application for Registration.
- If the foreign LLC does not want to continue to be qualified here:
 - We treat it as a merger (or, after January 1, 2015, a domestication), and it becomes a "no record" entity.
 - Merger fee must be paid (or, after January 1, 2015, the fee for a Statement of Domestication).

Conversion to a NEW DOMICILE STATE, NEW ENTITY TYPE:

Foreign CORPORATION converting to LLC:

- Must submit certified copy of the documents filed in the foreign domicile dated not more than 60 days prior (A.R.S. § 10-1504 or § 10-11504).
- If the certified copies of the documents are older than 60 days prior, the corporation must pay the penalty of \$100 in addition to any other required fees (A.R.S. § 10-122(D) or § 10-3122).
- Must pay the merger fee (or, after January 1, 2015, the fee for a Statement of Conversion).
- If the new foreign LLC wants to be qualified here:
 - Must submit Application for Registration and pay that fee.
- If the new foreign LLC does not want to be qualified in Arizona:
 - We treat it as a merger (or, after January 1, 2015, a conversion), and it becomes a "no record" entity.
 - Merger fee must be paid (or, after January 1, 2015, the fee for a Statement of Conversion).

Foreign LLC converting to corporation:

- Must submit certified copy of the conversion document or documents dated not more than 60 days prior (A.R.S. § 29-805).
- Must pay the merger fee (or, after January 1, 2015, the fee for a Statement of Conversion).
- If the new foreign corporation wants to be qualified in Arizona:
 - Must submit Application for Authority and pay that fee.
- If the new foreign corporation does not want to be qualified here:
 - We treat it as a merger (or, after January 1, 2015, a conversion), and it becomes a "no record" entity.
 - Merger fee must be paid (or, after January 1, 2015, the fee for a Statement of Conversion).