Office of the Minnesota Secretary of State

Minnesota Business Corporations & Limited Liability Companies | Articles of Conversion

Minnesota Statutes, Chapter's 302A & 322B

Read the instructions before completing this form.

Filing Fee: $55 for expedited service in-person and online filings, $35 if submitted by mail

1. Name of the Organization before the Conversion is: (Required)

2. Name of the Organization after the Conversion shall be: (Required)

3. After the Conversion, the Organization shall be a: (Required) *(Check one of the following filing types.)*

☐ Corporation ☐ Limited Liability Company

4. The Terms and Conditions of the Proposed Conversion are:

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions.

5. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)

6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required) Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

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List a name and daytime phone number of a person who can be contacted about this form:

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Print

Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

A domestic limited liability company that is not a nonprofit limited liability company may convert to a domestic corporation pursuant to sections 302A.681 to 302A.691.

1. List the name of the organization that is converting, as it is immediately before the conversion. (Required)
2. List the name that will be filed for the organization immediately after the conversion. (Required)
3. Check the applicable section to indicate what entity type to which the organization is converting. (Required)
4. List the terms and conditions of the proposed conversion, if any. If there are no terms and conditions listed, the person(s) signing the document are certifying under penalty of perjury that there are no terms and conditions and that the converted organization will operate under the exact same provisions as the converting organization.
5. List how the ownership interests of the converting organization are converted into ownership interests in the converted organization. Example, Corporation converting to a Limited Liability Company would describe how each share in the Corporation is converted to a membership unit in the Limited Liability Company or is converted into money or other property. If you are unsure of the appropriate language to use in your circumstances, please seek qualified counsel. (Required)
6. Include a Copy of the Proposed Articles of Incorporation or Articles of Organization of the Organization after the Conversion, with the Articles and Plan of Conversion. (Required)
7. Must be signed on behalf of the converting company or Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s). (Required)

Email Address for Official Notices. This email address may also be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

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Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)
Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.