



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC722.12-LLC
(11/17)

GUIDE FOR ARTICLES OF ENTITY CONVERSION
(Virginia stock corporation converting to a Virginia limited liability company)

ARTICLES OF ENTITY CONVERSION OF
(name of corporation)

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

- 1. The name of the corporation immediately prior to the filing of these articles of entity conversion is (name of the corporation as set forth on the Commission's records).
2. The converting corporation was originally incorporated (or organized or formed) on (date) as a (business entity type) with the name (converting entity's original name).
3. The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:
A. 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.
B. (Set forth the terms and conditions of the plan of entity 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. See the examples in the Instructions.)
C. (Set forth any additional provisions that are included in the plan of entity conversion.)
4. (Use A, B, C, or D to set forth how the plan was adopted. See the Instructions for additional information.)
A. The plan of entity conversion was approved by the unanimous consent of the shareholders on (date).
B. The plan of entity conversion was adopted by the board of directors and submitted to the shareholders in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and on (date):
(1) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of entity conversion were:
Designation Number of outstanding shares Number of votes
(2) The total number of:
(a) Votes cast for and against the plan by each voting group entitled to vote separately on the plan was:
Voting group Total votes FOR Total votes AGAINST
OR (b) Undisputed votes cast for the plan separately by each voting group was:
Voting group Total undisputed votes FOR
(3) And the number cast for the plan by each voting group was sufficient for approval by that voting group.
C. The plan of entity conversion was duly approved by the board of directors on (date). Shareholder approval of the plan was not required as the corporation has not issued shares.
D. The plan of entity conversion was duly adopted by a majority of the incorporators on (date). Shareholder approval and director adoption was not required as the corporation has not issued shares and has no directors.

Signed in the name of the corporation by:

(signature) (date)
(printed name) (title)
(corporation's SCC ID no.) (telephone number (optional))

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

THIS FORM IS TO BE USED AS A GUIDE ONLY.
REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THE ARTICLES.

INSTRUCTIONS TO FORM SCC722.12-LLC

Guideform SCC722.12-LLC has been produced by the Commission as a guide to help prepare articles of entity conversion for a Virginia corporation that wants to convert to a Virginia limited liability company. Please note, however, that **a marked-up version of this guideform will not be accepted**. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on each margin. Use only one side of a page.

This form can be downloaded as a Word document from our website at www.scc.virginia.gov/clk/dom_corp.aspx.

The articles of organization of the resulting limited liability company, which comply with the requirements of Chapter 12 of Title 13.1 of the Code of Virginia, must be separately attached to the plan of entity conversion that is included as a part of the articles of entity conversion. Form LLC-1011, which contains the minimum provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company, can be downloaded from our website at www.scc.virginia.gov/clk/dom_llc.aspx.

The name of the resulting limited liability company must satisfy the requirements of § 13.1-1012 of the Code of Virginia. The proposed limited liability company name must contain the words "limited company" or "limited liability company" or the abbreviation "LC", "L.C.", "LLC" or "L.L.C.", and it must be distinguishable upon the records of the Commission from all names except the corporation's name. See § 13.1-1012 of the Code of Virginia. To check the availability of a limited liability company name, visit <https://sccefile.scc.virginia.gov/NameAvailability> or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

The plan of entity conversion must set forth the manner and basis of converting the outstanding shares of the corporation's stock into membership interests in the resulting limited liability company. This is often expressed as a ratio, as it allows one to determine the membership interest each shareholder will receive when the corporation becomes a limited liability company. The conversion ratio can be determined by dividing 100% by the number of issued and outstanding shares. For example, 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 of the outstanding shares, it would be sufficient to state that the shares held by the sole shareholder will be converted into a 100% membership interest in the resulting limited liability company. **IMPORTANT:** The manner and basis of converting the shares of the corporation into interests in the resulting limited liability company must preserve the ownership proportion and the relative rights, preferences, and limitations of each share. See § 13.1-722.10 of the Code of Virginia.

Approval: The plan of entity conversion must be (i) approved by the unanimous consent of the shareholders, (ii) adopted by the board of directors and approved by each voting group of shareholders entitled to vote on the plan by more than **two-thirds** of all the votes entitled to be cast by that voting group, unless the board of directors requires 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, (iii) adopted by a majority of the initial board of directors if the corporation has not issued shares, or (iv) adopted by a majority of the incorporators if the corporation has not issued shares and there is no board of directors. See § 13.1-722.11 of the Code of Virginia.

The articles of entity conversion must be signed in the name of the corporation by 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.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to filing if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-615 of the Code of Virginia.

Submit the signed articles of entity conversion and articles of organization to State Corporation Commission, Office of the Clerk, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00** payable to the State Corporation Commission. **DO NOT SEND CASH**. If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.