

Instructions to Form LLC1085-PART – Guide for Articles of Conversion

(Virginia partnership or limited partnership converting to a Virginia limited liability company)

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 articles of conversion (see form SCC101 1 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 the articles of conversion in real time.	Download from https://scc.virginia.gov/pages/Virginia-Limited-Partnerships complete, print, and mail or deliver to:
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.	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
	Include a check payable to State Corporation Commission. DO NOT SEND CASH.

Articles of conversion to convert a **partnership** (also known as a general partnership) to a Virginia limited liability company may only be filed on behalf of a Virginia partnership that has filed either a statement of partnership authority or a statement of registration as a registered limited liability partnership with the Commission that has not been canceled. As to a **limited partnership**, articles of conversion to convert a limited partnership to a Virginia limited liability company may only be filed on behalf of a Virginia limited partnership that has filed a certificate of limited partnership with the Commission that has not been canceled. See § 13.1-1082 of the Code of Virginia.

The articles of organization of the resulting limited liability company, which must comply with the requirements of Chapter 12 of Title 13.1 of the Code of Virginia, must be attached to the articles of conversion. Form LLC-1011, which contains the minimum number of provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company, can be filed in real time at <https://cis.scc.virginia.gov>. The paper form is available on our website at www.scc.virginia.gov/pages/Virginia-Limited-Liability-Companies

The name of the resulting limited liability company must satisfy the requirements of § 13.1-1012 of the Code of Virginia. See the Instructions to form LLC-1011 for details. To check the availability of a limited liability company name, visit <https://cis.scc.virginia.gov>.

The plan of conversion must set forth the manner and basis of converting the partnership interests of the partnership or limited partnership into membership interests of the resulting limited liability company. (For example, "Each 1% partnership interest in the (limited) partnership will be converted into a 1% membership interest of the resulting limited liability company.") **Important:** The manner and basis of converting the partnership interests of the partnership or limited partnership into membership interests of the resulting limited liability company must preserve the ownership proportion and the relative rights, preferences, and limitations of each partnership interest. See § 13.1-1083 of the Code of Virginia.

Approval. (1) In the case of a **partnership** that is a converting entity, unless a written partnership agreement of the partnership provides otherwise, the plan of conversion shall be approved by the partners of the partnership in the manner provided in a written partnership agreement for amendments to the partnership agreement by the partners or, if no provision is made in the partnership agreement, by all the partners. (2) In the case of a **limited partnership** that is a converting entity, unless the certificate of limited partnership or a written partnership agreement of the limited partnership provides otherwise, the plan of conversion shall be approved by the partners of the limited partnership in the manner provided in a written partnership agreement for amendments to the partnership agreement by the partners or, if no provision is made in the partnership agreement, by all the partners. See § 13.1-1084 of the Code of Virginia.

Signature. The articles of conversion must be signed on behalf of a partnership by a partner, and on behalf of a limited partnership by a general partner. Each person signing the articles must set forth his or her printed name next to or beneath his or her signature. **Important:** A person signing on behalf of a business entity that is a partner of a partnership or a general partner of a limited partnership must set forth the business entity's name, the business entity's title as to the partnership or limited partnership (e.g., "partner" or "general partner"), the person's printed name, the person's title as to the business entity.

Important Information

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

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

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.



Guide for Articles of Conversion

(Virginia partnership or limited partnership converting to a Virginia limited liability company)

The Commission produced this guide to help you prepare the partnership's or limited partnership'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

(name of partnership or limited partnership)

The undersigned, on behalf of the *(partnership or limited partnership)* set forth below, pursuant to Title 13.1, Chapter 12, Article 15 of the Code of Virginia, states as follows:

1. The name of the Virginia *(partnership or limited partnership)* immediately before the filing of these articles of conversion is *(name as set forth on the Commission's records)*. The *(partnership or limited partnership)* shall convert to a Virginia limited liability company and its name shall be *(name of resulting limited liability company)*.
2. The converting *(partnership or limited partnership)* was originally organized *(or formed or incorporated)* 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.)*
3. The plan of conversion, pursuant to § 13.1-1083 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 conversion, including the manner and basis by which the partnership interests of the partnership or limited partnership will be converted into membership interests of the resulting limited liability company. See Instructions.)*
 - C. *(Set forth any additional provisions that are included in the plan of conversion.)*
4. The plan of conversion was approved by the *(partnership or limited partnership)* in accordance with § 13.1-1084 of the Code of Virginia on *(date)*.

Signed in the name of the partnership *(or limited partnership)* by:

_____	_____
<i>(signature)</i>	<i>(date)</i>
_____	_____
<i>(printed name)</i>	<i>(title (e.g., partner or general partner))</i>
_____	_____
<i>(partnership's or limited partnership's SCC ID no.)</i>	<i>(telephone number (optional))</i>

(The articles of conversion must be signed on behalf of a partnership by a partner, and on behalf of a limited partnership by a general partner.)