



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC1085-CORP
(07/16)

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

ARTICLES OF ENTITY CONVERSION OF
(name of limited liability company)

The undersigned, on behalf of the limited liability company 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 limited liability company immediately before the filing of these articles of entity conversion is (name as set forth on the Commission's records). The limited liability company shall convert to a Virginia stock corporation and its name shall be (name of resulting corporation).
2. The converting limited liability company 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 entity conversion, pursuant to § 13.1-1083 of the Code of Virginia, is set forth as follows:
 - A. The full text of the articles of incorporation of the resulting corporation 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 membership interests of the limited liability company will be converted into shares of the resulting corporation. See Instructions.)*
 - C. *(Set forth any additional provisions that are included in the plan of entity conversion.)*
4. The plan of entity conversion was adopted by the limited liability company in accordance with § 13.1-1084 of the Code of Virginia on (date).

Signed in the name of the limited liability company by:

<u>(signature)</u>	<u>(date)</u>
<u>(printed name)</u>	<u>(title (e.g., manager or member))</u>
<u>(limited liability company's SCC ID no.)</u>	<u>(telephone number (optional))</u>

(Include the following statement, if needed. See Instructions.)

The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company.

(The articles of entity conversion must be signed (i) by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or (ii) if no managers or other such persons have been selected, by any member of the limited liability company, or (iii) if the company was formed without any managers or members and no members have been admitted, by an organizer, or (iv) if the limited liability company is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.)

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 LLC1085-CORP

Guideform LLC1085-CORP has been produced by the Clerk's Office as a guide to help you prepare articles of entity conversion for the conversion of a Virginia limited liability company to a Virginia stock corporation. Please note, however, that a marked-up version of this guideform will not be accepted. Articles of entity conversion that are prepared using this guideform should include all contemplated information and omit all inapplicable portions, including the header, seal of the Commission, and italicized instructions.

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.

You can download this guideform as a Word document from our website at http://www.scc.virginia.gov/clk/dom_llc.aspx.

The articles of incorporation of the resulting stock corporation, which must comply with the requirements of Chapter 9 of Title 13.1 of the Code of Virginia, must be attached to the articles of entity conversion. Form SCC619 contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia stock corporation.

The name of the resulting corporation must satisfy the requirements of § 13.1-630 of the Code of Virginia. See the Instructions to form SCC619 for details. To check the availability of a corporate 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 membership interests of the limited liability company into shares of stock of the resulting corporation. This is often expressed as a ratio, as it allows one to determine how many shares each member will receive when the limited liability company becomes a corporation. (For example, "Each 1% membership interest in the limited liability company will be converted into 10 shares of common stock of the resulting corporation.") However, if one person holds all of the membership interests, it would be sufficient to state that the membership interests of the sole member of the limited liability company will be converted into a specified number of shares. **IMPORTANT:** The manner and basis of converting the membership interests of the limited liability company into shares of the resulting corporation must preserve the ownership proportion and the relative rights, preferences, and limitations of each membership interest. See § 13.1-1083 of the Code of Virginia.

Approval. (1) If the limited liability company has members, unless the articles of organization or a written operating agreement of the limited liability company provides otherwise, the members shall approve the plan of entity conversion in the manner provided in the limited liability company's operating agreement for amendments to the operating agreement by the members or, if no provision is made in the operating agreement, by all the members. (2) If the limited liability company was formed without any members and no members have been admitted, the plan of entity conversion shall be approved by a majority of the persons named as a manager in the articles of organization or, if there are no members or managers, by a majority of the organizers of the limited liability company. See § 13.1-1084 of the Code of Virginia.

Signature. See the italicized paragraph below the signature area on the front of the guideform.

If the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company, but the person's title is not manager or member, the articles must set forth that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. The delegation of this authority will not be inferred when the articles are signed by a person with an officer title, such as "president."

The person signing the articles of entity conversion must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

Important: A person signing on behalf of a business entity that is a manager or member of the limited liability company must set forth the business entity's name, the business entity's title as to the limited liability company (e.g., "manager"), the person's printed name, the person's title as to the business entity. See § 13.1-1003 of the Code of Virginia.

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 § 13.1-1006 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 Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided 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 § 13.1-1065 of the Code of Virginia.

Send the signed articles of entity conversion and articles of incorporation to Office of the Clerk, State Corporation Commission, 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 total amount of the charter and filing fees, payable to State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Charter fee: 1,000,000 or fewer authorized shares: \$50 for **each** 25,000 shares or fraction thereof
More than 1 million authorized shares: \$2,500

(Note: The minimum annual registration fee assessment is based on 5,000 or fewer authorized shares.)

Filing fee: \$25