

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country *)
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2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

3. After conversion:

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)
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FILING FEE - \$150.00 Use of this form is mandatory.

4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent’s business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process):	Registered Office:
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent’s business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process):	Registered Office in WI (Street & Number, City, State (WI) and ZIP code):
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on _____ (date) by the business entity PRIOR TO ITS CONVERSION.

(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

(Printed Name)

For a corporation

Title: President OR Secretary
or other officer title

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the “Department of Financial Institutions”. Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

Mailing Address:

Department of Financial Institutions
Division of Corporate & Consumer
Services
P O Box 7846
Madison WI 53707-7846

Physical Address for Express Mail:

Department of Financial Institutions
Division of Corporate & Consumer Services
345 W. Washington Ave – 3rd Fl.
Madison WI 53703

Phone: 608-261-7577
FAX: 608-267-6813
TTY: 608-266-8818

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

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▲ Enter your return address within the bracket above.

Phone number during the day: () _____ - _____

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.
5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
6. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
7. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

5. Other provisions relating to the conversion, as determined by the business entity.

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be _____ (date) at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**)

(**Attach** the appropriate governing document after conversion as Exhibit B)

(T E M P L A T E S)
Certificate of Limited Partnership, Articles of Incorporation, and Articles of Organization

For a Wisconsin Limited Partnership (Ch. 179)

EXHIBIT B

Article 1. Name of the Limited Partnership: _____
(Must contain the words "limited partnership" or the abbreviation "L.P." or "LP".)

Article 2. Street address of the record office in Wisconsin:	Article 3: Latest date upon which the limited partnership will dissolve:
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Article 4. Agent for Service of Process:	Article 5. Street address (in Wisconsin) of the agent for service of process:
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Article 6. Name of each General Partner:	Business Address of General Partner (s):
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For a Wisconsin Business Corporation (Ch. 180)

EXHIBIT B

Article 1. Name of the corporation: _____
(Must contain "Inc." or other appropriate words or abbreviations. See sec. 180.0401, Wis. Stats.)

Article 2. The corporation is organized under Ch. 180 of the Wisconsin Statutes.

Article 3. The corporation shall be authorized to issue _____ shares.

Article 4. Name of the registered agent:	Article 5. Street address (in Wisconsin) of the registered office:
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(T E M P L A T E S, Cont'd.)
Certificate of Limited Partnership, Articles of Incorporation, and Articles of Organization

For a Wisconsin Nonstock Corporation (Ch. 181)
EXHIBIT B

Article 1. Name of the corporation: _____
(Must contain "Inc." or other appropriate words or abbreviations. See sec. 181.0401, Wis. Stats.)

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. The corporation: will have members **OR** will not have members

Article 4. Name of the registered agent:

Article 5. Street address (in Wisconsin) of the registered office:

Article 6. Mailing address of the principal office:

(Optional) Article 7. The purpose or purposes for which the corporation is organized:

For a Wisconsin Limited Liability Company (Ch. 183)
EXHIBIT B

Article 1. Name of the limited liability company: _____
(Must end with "LLC" or contain other appropriate words or abbreviations. See sec. 183.0103, Wis. Stats.)

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in:

a manager or managers **OR** Its members

Article 4. Name of the registered agent:

Article 5. Street address (in Wisconsin) of the registered office:

(**NOTICE:** Articles of Organization may contain **only** the above information.)