



Business Services Division  
**Tre Hargett, Secretary of State**  
 State of Tennessee

**INSTRUCTIONS**

Filing Fee: \$100.00

**ARTICLES OF ENTITY CONVERSION**  
**(Domestic Nonprofit Corporation to a Domestic Unincorporated Entity)**

Articles of entity conversion may be filed using one of the following methods:

- **Paper submission:** A blank articles of entity conversion may be obtained by going to <http://www.tn.gov/sos/forms/ss-9407.pdf>, by emailing the Secretary of State at [TNSOS.CORPINFO@tn.gov](mailto:TNSOS.CORPINFO@tn.gov), or by calling (615) 741-2286. Articles must be hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank articles of entity conversion form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

**Articles of entity conversion must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.**

Please note that the converting nonprofit corporation must have a status of "active" in order to file articles of conversion. Furthermore, if the converting nonprofit corporation is currently due to file an annual report with the Secretary of State at the time of filing, it must file the annual report before the Division of Business Services can file the articles of entity conversion. **If the converting nonprofit corporation does not have a status of "active" and/or owes an annual report and submits articles of entity conversion without submitting the annual report, the articles of entity conversion will be rejected**

Articles of entity conversion (domestic nonprofit corporation to a domestic unincorporated entity) set forth the items required under T.C.A. § 48-61-112(a).

**ARTICLES OF ENTITY CONVERSION**  
**(Domestic Nonprofit Corporation to a Domestic Unincorporated Entity)**

1. **Name of corporation immediately before the filing of the articles of entity conversion** – Enter the name of the nonprofit corporation immediately prior to converting to a domestic unincorporated entity.

**Secretary of State Control Number** – Enter the Secretary of State control number of the nonprofit corporation. To determine the corporation's control number, search for the corporation's details online using the Division of Business Services Business Information Search function (<http://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>).

**Name to which the corporation is to be changed** – Enter the new name of the business entity upon filing the articles of entity conversion. The new name must satisfy the requirements of the organic law of the entity's new business type.

If the new name contains the word “bank”, “banks”, “banking”, “credit union” or “trust”, written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services.

If the new name contains the phrase “insurance company”, written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services.

2. ***The type of unincorporated entity that the survivor will be*** – Check the appropriate box indicating the new business entity type to which the nonprofit corporation shall be converted.
3. ***The plan of entity conversion was duly approved by the members, if any, in the manner required by title 48, chapter 61, and the charter*** – By signing the articles of entity conversion, the signer acknowledges this statement to be true.
4. ***If the survivor is a filing entity, attached is the applicable public organic document, except that provisions that would not be required to be included in a restated public organic document may be omitted*** – Attach the formation document of the survivor entity if it is of a type that files with the Secretary of State. Types of filing entities include limited liability companies, limited partnerships and limited liability partnerships. Formation document forms for these entity types can be found online on the Business Services forms page ([http://tn.gov/sos/bus\\_svc/forms.htm](http://tn.gov/sos/bus_svc/forms.htm)).
5. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is*** – If the conversion is to take place upon a future date, enter the future date and time. In no event can the future date be more than ninety calendar days from the filing of the articles of entity conversion. If no time is provided with the delayed effective date, the delayed effective time will be 4:30 P.M. Central Time.
6. ***If the converting entity is a public benefit nonprofit corporation***, one of the statements provided must be checked.

**Note:** A public benefit nonprofit corporation is required to provide forty-five (45) days prior written notice to the Tennessee Attorney General and Reporter before filing this form pursuant to T.C.A. § 48-61-123.

#### SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the document will result in the document being rejected.**
- Type or Print Name. **Failure to type or print the signature name will result in the document being rejected.**
- Type or Print Signer’s Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer’s capacity will result in the document being rejected.**

#### FILING FEE

- The filing fee for articles of entity conversion (domestic nonprofit entity to a domestic unincorporated entity) is \$100.

**Please note that the filing fee for any accompanying entity formation document must be tendered along with the filing fee (\$100) for the articles of entity conversion. Failure to tender the filing fee for each submitted document will result in all documents being rejected.**

- Make check, cashier’s check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier’s checks or money orders made out to any other payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of the document.**

# ARTICLES OF ENTITY CONVERSION

(Domestic Nonprofit Corporation to a Domestic Unincorporated Entity) (SS-9407)



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks Ave., 6th Fl.  
Nashville, TN 37243  
(615) 741-2286

Filing Fee: \$100.00

*For Office Use Only*

**Pursuant to the provisions of T.C.A. § 48-61-112(a) of the Tennessee Nonprofit Corporation Act, the undersigned hereby submits these articles of entity conversion:**

1. Name of corporation immediately before the filing of the articles of entity conversion:

Secretary of State Control Number: \_\_\_\_\_

Name to which the name of the corporation is to be changed:

2. The type of unincorporated entity that the survivor will be (check one):

General Partnership

Limited Liability Company

Limited Partnership

Business Trust

Joint Stock Association

Unincorporated Nonprofit Association

Other Unincorporated Entity: \_\_\_\_\_

3. The plan of entity conversion was duly approved by the members, if any, in the manner required by title 48, chapter 61, and the charter.

4. If the survivor is a filing entity, attached is the applicable public organic document, except that provisions that would not be required to be included in a restated public organic document may be omitted.

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
*Month Day Year*

6. If the converting entity is a public benefit nonprofit corporation, check one of the following statements:

The corporation received a written statement of no enforcement intent with respect to the plan from the attorney general and reporter.

The plan of entity conversion was approved by order of a court of record of this state.

\_\_\_\_\_  
Signature Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signer's Capacity

\_\_\_\_\_  
Name (printed or typed)

**\*Note: A public benefit nonprofit corporation is required to provide forty-five (45) days prior written notice to the Tennessee Attorney General and Reporter before filing this form pursuant to T.C.A. § 48-61-123.**

**\*Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.**

Submitter Information: Name: \_\_\_\_\_ Phone #: (\_\_\_\_) \_\_\_\_\_