



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

INSTRUCTIONS

Filing Fee: \$100.00

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

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

- **Paper submission:** A blank application may be obtained by going to <http://www.tn.gov/sos/forms/ss-4612.pdf>, by emailing the Secretary of State at Business.Services@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 corporation must have a status of "active" in order to file articles of conversion. Furthermore, if the converting 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 conversion. **If the converting 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 business corporation to a domestic unincorporated entity) set forth the items required under T.C.A. §48-21-112(a).

ARTICLES OF ENTITY CONVERSION
(Domestic Business 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 business immediately prior to converting from a Tennessee for-profit corporation.

Secretary of State Control Number – Enter the Secretary of State control number of the for-profit 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 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.

2. **The type of unincorporated entity that the survivor will be** – Check the appropriate box indicating the business entity's new type.

3. ***The plan of entity conversion was duly approved by the shareholders in the manner required by this chapter 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).
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. In no event can the future date be more than ninety calendar days from the filing of the articles of entity conversion.

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 unincorporated entity to a domestic business corporation) is \$100.

Please note that the filing fee for any accompanying entity formation document must be tendered along with the fee for the articles of entity conversion. **Failure to tender the 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 Business Corporation to a Domestic Unincorporated Entity) (ss-4612)



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. §48-21-112(a) of the Tennessee Business 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 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: _____

3. The plan of entity conversion was duly approved by the shareholders in the manner required by this chapter 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

Signature Date

Signature

Signer's Capacity

Name (printed or typed)

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

Submitter Information: Name: _____ Phone #: (____) _____