

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Ph: 302-739-3073**

**Certificate of Conversion from a
Delaware Corporation
to a Non-Delaware Entity**

Dear Sir or Madam:

Attached please find a form for a Certificate of Conversion from a Delaware Corporation to a Non-Delaware Entity to be filed in accordance with Section 266 of the General Corporation Law of the State of Delaware. The fee to file the Certificate of Conversion is \$234.00. If the document is more than 1 page, please include \$9.00 for each additional page. You will receive a stamped “filed” copy of the submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees or you may consult our fee chart at corp.delaware.gov.

Before the Certificate can be filed, all taxes due to the State of Delaware through the effective date of the conversion must be paid and all applicable Annual Franchise Tax Reports must be filed by the converting Delaware corporation. Please contact the Franchise Tax Section prior to submitting the document for filing to determine the Franchise Taxes and Annual Reports due. Checks should be made payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type the name of the person signing under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Division of Corporations
Department of State

Special Instructions – Certificate of Conversion for a Delaware Corporation into a Non-Delaware Entity

This form is to be used as a Template only. The following instructions will help you in correctly completing your Conversion Certificate. The instructions are numbered to correspond with the article being referenced.

- 1. List the name of the Delaware corporation exactly as it exists in our records. Please visit our website to verify the name of the Delaware corporation. If it has changed since it was originally incorporated, list the name under which it was incorporated.*
- 2. List the date the Delaware corporation filed their Certificate of Incorporation with the Delaware Secretary of State.*
- 3. List the jurisdiction and name under which the Delaware corporation is converting to.*
- 4. Statement required by 266(c)(4); no action needed.*
- 5. Statement required by 266(c)(5); no action needed.*
- 6. List the address to which the Delaware Secretary of State may forward service of process.*

Execution Block - *The document must be signed by an authorized officer pursuant to Section 103 of Title 8. The name of the person must be typed or written legibly underneath the signature.*

This form contains the basic information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at corp.delaware.gov.

*Sincerely,
Delaware Division of Corporations*

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF
THE DELAWARE GENERAL CORPORATION LAW

1. The name of the Delaware corporation is _____.

(If changed, the name under which it's Certificate of Incorporation was originally filed: _____)
2. The date of filing of its original Certificate of Incorporation with the Delaware Secretary of State is _____.
3. The jurisdiction to which the corporation shall convert is (*list jurisdiction*) _____ and the name under which the entity shall be known is _____.
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.
5. The corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, as well as for enforcement of any obligation of such other entity arising from the conversion, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of Title 8, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed by the Secretary of State is _____.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the _____ day of _____, A.D. _____.

By: _____
Authorized Officer

Name: _____
Print or Type