

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

**Certificate of Conversion from a  
Delaware or Non-Delaware Partnership  
to a Delaware Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Partnership to a Delaware Corporation to be filed in accordance with Section 265 of the General Corporation Law of the State of Delaware. The fee to file the Certificate of Conversion is \$184.00. If the document is more than 1 page, please include \$9.00 for each additional page. A Certificate of Incorporation is required to be filed simultaneously with the Certificate of Conversion. Attached for your convenience, please find a form for a Stock Certificate of Incorporation; forms for a Non-Stock Certificate of Incorporation can be found on our website. The fee for filing the Certificate of Incorporation is a minimum of \$109; the amount of authorized stock and par value listed in the Certificate may affect the filing fee. If the document is more than 1 page, please include \$9.00 for each additional page. Please submit the filings with 1 cover sheet putting the Conversion first. You will receive a stamped “filed” copy of the submitted document. Certified copies may be requested for an additional \$50 each. Expedited services are available. Please contact our office concerning these fees or you may consult our fee chart at [corp.delaware.gov](http://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 by the converting Delaware partnership. Please contact the Franchise Tax Section prior to submitting the document for filing to determine any Annual Taxes due. Checks should be made payable to “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 Partnership into a Delaware Corporation*

*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 jurisdiction where and date on which the partnership was first formed.*
- 2. List the jurisdiction of the partnership immediately prior to the filing of the Certificate of Conversion.*
- 3. List the name of the partnership immediately prior to the filing of the Certificate of Conversion.*
- 4. List the name of the corporation as stated on the attached Certificate of Incorporation.*

***Execution Block*** - *The document must be signed by any person who is authorized to sign the Certificate of Conversion on behalf of the partnership pursuant to Section 265(i) 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](http://corp.delaware.gov).*

*Sincerely,  
Delaware Division of Corporations*

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A PARTNERSHIP TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the partnership was first formed is \_\_\_\_\_  
\_\_\_\_\_ and the date the partnership first formed is \_\_\_\_\_.
  
2. The jurisdiction immediately prior to filing this Certificate is \_\_\_\_\_.
  
3. The name of the partnership immediately prior to filing this Certificate is  
\_\_\_\_\_.
  
4. The name of the corporation as set forth in the Certificate of Incorporation is  
\_\_\_\_\_.

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

By: \_\_\_\_\_  
Authorized Person or Partner

Name: \_\_\_\_\_  
Print or Type

*Special Instructions – Certificate of Incorporation for a Stock Corporation*

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

- 1. The name of the corporation exactly as you wish it to appear in our records. Please visit our website to verify the availability of the name. The name must include one of the following words: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate, limited or one of the abbreviations thereof.*
- 2. List the name and street address of the registered agent located in Delaware you are appointing to accept service of process for the corporation.*
- 3. This is the general purpose clause as stated in Delaware statute; no action required.*
- 4. List the total number of authorized shares for the corporation and the par value assigned to such stock.*
- 5. List the name and mailing address of the Incorporator for the corporation. Please note that the corporation itself cannot be the Incorporator.*

***Execution Block*** - *The document must be signed by the Incorporator listed in Article 5 of the document 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](http://corp.delaware.gov).*

*Sincerely,  
Delaware Division of Corporations*

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A STOCK CORPORATION

The undersigned Incorporator, desiring to form a corporation under pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is \_\_\_\_\_  
\_\_\_\_\_.

2. The Registered Office of the corporation in the State of Delaware is located at \_\_\_\_\_ (street),  
in the City of \_\_\_\_\_, County of \_\_\_\_\_  
Zip Code \_\_\_\_\_. The name of the Registered Agent at such address upon  
whom process against this corporation may be served is \_\_\_\_\_  
\_\_\_\_\_.

3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total amount of stock this corporation is authorized to issue is \_\_\_\_\_  
\_\_\_\_\_ shares (number of authorized shares) with a par value of  
\$ \_\_\_\_\_ per share.

5. The name and mailing address of the incorporator are as follows:

Name \_\_\_\_\_  
Mailing Address \_\_\_\_\_  
\_\_\_\_\_ Zip Code \_\_\_\_\_

By: \_\_\_\_\_  
Incorporator

Name: \_\_\_\_\_  
Print or Type