

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

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

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Corporation to a Delaware Limited Partnership. The fee to file the Certificate of Conversion is \$200.00. Also, enclosed please find a form for a Certificate of Limited Partnership that is required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Certificate of Limited Partnership is \$200.00. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$100.00. (\$50.00 for the Conversion and \$50.00 for the Certificate of Limited Partnership) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request 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. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name 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,

Department of State  
Division of Corporations

Rev 09/05

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED PARTNERSHIP PURSUANT TO  
SECTION 17-217 OF THE LIMITED PARTNERSHIP ACT

- 1.) The jurisdiction where the Corporation first formed is \_\_\_\_\_.
  
- 2.) The jurisdiction immediately prior to filing this Certificate is \_\_\_\_\_.
  
- 3.) The date the corporation first formed is \_\_\_\_\_.
  
- 4.) The name of the Corporation immediately prior to filing this Certificate is  
\_\_\_\_\_.
  
- 5.) The name of the Limited Partnership as set forth in the Certificate of  
Limited Partnership is \_\_\_\_\_.

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

By: \_\_\_\_\_  
General Partner(s)

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

**STATE OF DELAWARE  
CERTIFICATE OF LIMITED PARTNERSHIP**

• **The Undersigned**, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

• **First:** The name of the limited partnership is \_\_\_\_\_  
\_\_\_\_\_.

• **Second:** The address of its registered office in the State of Delaware is \_\_\_\_\_  
\_\_\_\_\_ in the city of \_\_\_\_\_  
Zip Code \_\_\_\_\_.

The name of the Registered Agent at such address is \_\_\_\_\_  
\_\_\_\_\_.

• **Third:** The name and mailing address of each general partner is as follows:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

• **In Witness Whereof**, the undersigned has executed this Certificate of Limited Partnership as of \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_.

**By:** \_\_\_\_\_  
**General Partner**

**Name:** \_\_\_\_\_  
**(type or print name)**