

**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 Limited Liability Company
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 Limited Liability Company 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

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

- 1.) The jurisdiction where the Limited Liability Company first formed is _____.

- 2.) The jurisdiction immediately prior to filing this Certificate is _____.

- 3.) The date the Limited Liability Company first formed is _____.

- 4.) The name of the Limited Liability Company 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)