

**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 Partnership  
to a Delaware Corporation**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Liability Partnership to a Delaware Corporation. The fee to file the Certificate of Conversion is \$164.00 for a 1 page document. Please add \$9 for each additional page. A Certificate of Incorporation is required to be filed simultaneously with the Certificate of Conversion. Enclosed 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 web site. The fee for filing the Certificate of Incorporation is a minimum of \$89.00 for a 1 page document. Please add \$9 for each additional page. Filing fees for the Certificate of Incorporation will vary depending on the amount of authorized stock. You may contact our office for assistance in calculating these fees. 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 Incorporation) 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 PARTNERSHIP TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

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

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Partnership have executed this Certificate on the \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_.

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

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

Title: \_\_\_\_\_  
Print or Type

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A STOCK CORPORATION**

• **First:** The name of this Corporation is \_\_\_\_\_  
\_\_\_\_\_.

• **Second:** Its registered office in the State of Delaware is to be located at  
\_\_\_\_\_ Street, in the City of \_\_\_\_\_  
County of \_\_\_\_\_ Zip Code \_\_\_\_\_.

The registered agent in charge thereof is \_\_\_\_\_  
\_\_\_\_\_.

**Third:** 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.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is  
\_\_\_\_\_ shares (number of authorized shares) with a par value of  
\_\_\_\_\_ per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:

Name \_\_\_\_\_

Mailing Address \_\_\_\_\_

\_\_\_\_\_ Zip Code \_\_\_\_\_

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this  
\_\_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_\_\_\_.

BY: \_\_\_\_\_  
(Incorporator)

NAME: \_\_\_\_\_  
(type or print)