

**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 Partnership  
to a Delaware Partnership**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Partnership to a Delaware Partnership. The fee to file the Certificate of Conversion is \$200.00. Also, enclosed please find a form for a Statement of Partnership Existence that is required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Statement of Partnership Existence 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 Statement of Partnership Existence) 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 PARTNERSHIP TO A  
PARTNERSHIP PURSUANT TO  
SECTION 15-901 OF THE DELAWARE  
PARTNERSHIP ACT

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

**STATE OF DELAWARE  
STATEMENT OF  
PARTNERSHIP EXISTENCE**

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

2. The address of its registered agent in the State of Delaware is  
\_\_\_\_\_  
in the City of \_\_\_\_\_  
Zip Code \_\_\_\_\_.

The name of the registered agent is \_\_\_\_\_  
\_\_\_\_\_.

**IN WITNESS WHEREOF**, the undersigned has executed this Statement of  
Partnership Existence this \_\_\_\_\_ day of \_\_\_\_\_,  
\_\_\_\_\_ A.D.

\_\_\_\_\_  
Authorized Partner(s)

\_\_\_\_\_  
Print or Type Name(s)