

**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 Limited Partnership  
to a Delaware Limited Liability Company**

Dear Sir or Madam:

Attached please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Partnership to a Delaware Limited Liability Company to be filed in accordance with Section 18-214 of the Limited Liability Company Act of the State of Delaware. The fee to file the Certificate of Conversion is \$220.00. A Certificate of Formation is required to be filed simultaneously with the Certificate of Conversion. Attached for your convenience, please find a form for a Certificate of Formation. The fee for filing the Certificate of Formation is \$110. 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 limited partnership. Please contact the Franchise Tax Section prior to submitting the document for filing to determine the 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 Limited Partnership into a Delaware Limited Liability Company*

*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 limited partnership was first formed.*
- 2. List the jurisdiction of the limited partnership immediately prior to the filing of the Certificate of Conversion.*
- 3. List the name of the limited partnership immediately prior to the filing of the Certificate of Conversion.*
- 4. List the name of the limited liability company as stated on the attached Certificate of Formation.*

***Execution Block*** - *The document must be signed by any person who is authorized to sign the Certificate of Conversion on behalf of the limited partnership pursuant to Section 18-204 of Title 6. 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 LIMITED PARTNERSHIP TO A  
DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF  
THE DELAWARE LIMITED LIABILITY COMPANY ACT

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

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

By: \_\_\_\_\_  
Authorized Person

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

*Special Instructions – Certificate of Formation of a Limited Liability Company*

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

- 1. The name of the limited liability company 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 the words “Limited Liability Company” or the abbreviation “L.L.C.” or the designation “LLC”.*
- 2. List the name and address of the registered agent located in Delaware you are appointing to accept service of process for the limited liability company.*

***Execution Block*** - *The document must be signed by an authorized person of the limited liability company pursuant to Section 18-204 of Title 6, Chapter 18. 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 FORMATION  
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is \_\_\_\_\_  
\_\_\_\_\_.

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

By: \_\_\_\_\_  
Authorized Person

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