



THE STATE

of **ALASKA**

Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

Corporations Section

State Office Building, 333 Willoughby Avenue, 9th Floor

PO Box 110806, Juneau, AK 99811-0806

Phone: (907) 465-2550 ★ Fax: (907) 465-2974

Email: corporations@alaska.gov

Website: <http://commerce.alaska.gov/cbpl/corp>

These instructions and the attached form 08-566 are specifically for

STATEMENT OF INTEREST EXCHANGE

All Entity Types

Under the Alaska Entity Transaction Act AS 10.55.301-.306

Filing Fee: \$25.00 (non-refundable)

INSTRUCTIONS FOR STATEMENT OF INTEREST EXCHANGE *(Please retain for your records):*

NOTICE: The Statement of Interest Exchange will not be filed if a biennial report is due. Please verify the following for all the acquired and acquiring entities before completing the application:

- Is the qualified entity (on record with this division) in “Good Standing” status?
- Have all required biennial reports been filed?
- Are the officials on record correct, current and up to date? *(Used to verify signatures for this filing.)*
- Is the Registered Agent information on record correct, current and up to date?

To verify the above information you may search for the entity by going to the above website, click License Search and under Search License Data select Corporations.

- If there is a biennial report due, it may be filed online (for immediate posting) by selecting Biennial Reports on the above website.
- If the officials have changed and there is no biennial report due then please submit a Notice of Change of Officials located on the above website under Forms and Fees. Select the appropriate version based on your entity type.
- If the Registered Agent information needs to be updated please submit a Statement of Change located on the above website under Forms and Fees. Select the appropriate version based on your entity type.

WHAT IS AN INTEREST EXCHANGE?

An Interest Exchange means a transaction authorized by AS 10.55.301-10.55.306 (excluding entities stated in AS 10.55.110). Under this:

- A domestic (Alaskan) acquiring (gaining) entity may acquire all of one or more classes or series of interests of another domestic (Alaskan) or foreign (non-Alaskan) acquired (releasing) entity;
-OR-
- All of one or more classes or series of interests of a domestic (Alaskan) acquired (releasing entity) may be acquired by another domestic (Alaskan) or foreign (non-Alaskan) acquiring (gaining) entity;
-OR-
- A foreign (non-Alaskan) entity may be the acquiring (gaining) entity or acquired (releasing) entity in an interest exchange under AS 10.55.301-306 if the interest exchange is authorized by the law of the foreign entity’s jurisdiction of organization.

Except as otherwise provided in the acquiring (gaining) entity's organic law or rules; the interest holders of the acquiring entity are not required to approve the interest exchange.

ITEM 1: Provide the acquired (releasing) entity name, the Alaska Entity Number (if applicable), the jurisdiction (home state), and the entity type of the acquired (releasing) entity.

- Pursuant to AS 10.55.901 "Acquired entity" means the entity in which all of one or more classes or series of interests are acquired (released) in an interest exchange.

ITEM 2: Provide the acquiring (gaining) entity name, the Alaska Entity Number (if applicable), the jurisdiction (home state), and the entity type of the acquiring (gaining) entity.

- Pursuant to AS 10.55.901 "Acquiring entity" means the entity that acquires (gains) all of one or more classes or series of interests of the acquired (releasing) entity in an interest exchange.

ITEM 3: (Optional) The future effective date of the interest exchange, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing.

ITEM 4: This statement is required by statute. Please read through and verify.

ITEM 5: *If* the acquired (releasing) entity is a domestic (Alaskan) entity and its public organic documents are being amended as part of the Plan of Interest Exchange, then it must identify the section(s) being amended and provide the amended section(s) in full. Attach an additional 8.5" X 11" sheet if necessary.

Note – Authorized Shares Change:

- *If* the interest exchange changes the number of authorized shares of the acquiring (gaining) entity which is a domestic (Alaskan) or qualified (on record with the state) foreign (non-Alaskan) business or professional corporation, then the acquiring entity must file a separate amendment to change the authorized shares information on record with the division.

The appropriate amendment forms, based on the entity type, can be found on the Corporations website at <http://commerce.alaska.gov/cbpl/corp> under Forms and Fees.

Note – Percentage Owned Change:

If the officials, director, shareholder or percent owned information on record will be changing in either the acquired (releasing) entity or acquiring (gaining) entity then a separate Notice of Change of Officials must be filed for each entity.

- If this statement results in the change of an official who holds a percentage of interest or shares in either the acquired (releasing) or acquiring (gaining) entity, then a Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).
- In the case of a Limited Liability Partnership: a domestic Limited Liability Partnership must file an Amended Statement of Qualification and a foreign Limited Liability Partnership must file an Amended Statement of Foreign Qualification in the manner and time prescribed in AS 32.06.911 & 32.06.970.

The appropriate notice of change forms, based on the entity type, can be found on the above website under Forms and Fees.

ITEM 6: Other Provisions: The Statement of Interest Exchange may contain other provisions not prohibited by law.

ITEM 7: The Statement of Interest Exchange must be signed on behalf of the acquired (releasing) entity (listed in Item #1 above).

- If the acquired entity is a corporation, it must be signed by an officer of the corporation.
- If the acquired entity is not corporations, it must be signed by the person authorized by the entity.
- If the acquired entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the acquired (releasing) entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and the signature of the individual authorized to sign.

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE: Plan of Interest Exchange –OR- Statement of Interest Exchange

Do not send both together. Submit either the Statement of Interest Exchange **OR** the Plan of Interest Exchange that is signed on behalf of all entities and contains all the information required to be in the Statement of Interest Exchange and is delivered to the Division for filing after the plan has been adopted and approved by all merging entities. Sending both the Plan of Interest Exchange and the Statement of Interest Exchange together may cause delays in processing time.

SUBMITTAL: Please submit forms and payment together.

- See Item #5 for any additional forms and fees which may be required.
- Mail the Statement of Interest Exchange (form 08-566) and the \$25.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

ADDITIONAL RESOURCES:

Professional Licensing Section:

For information regarding what professions require a professional license, statutes, how to obtain a professional license, and/or the expiration date if you already have a professional license, visit the Professional Licensing website at <http://commerce.alaska.gov/cbpl/pl>.

NOTICE: if a professional license is owned by an entity and there is a change in the entity then the professional license may be impacted. Contact the appropriate professional licensing examiner.

Business Licensing Section:

For the privilege of engaging in a business in the State of Alaska, a business license is required for a new entity. For information regarding business licenses, statutes, and how to obtain a business license, visit the Business Licensing website at <http://commerce.alaska.gov/cbpl/bl>.

NOTE: a change in the ownership of a business license requires a new business license.

Alaska Corporate Net Income Tax:

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.

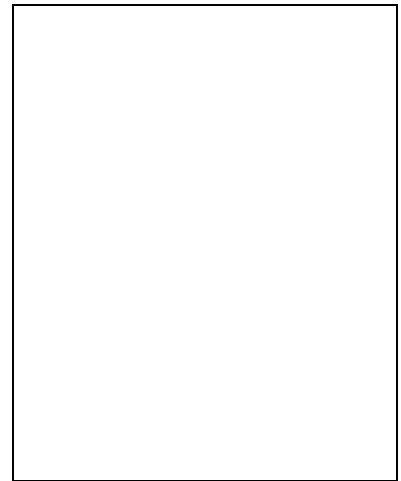


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STATEMENT OF INTEREST EXCHANGE

Specifically for

All Entity Types

Under the Alaska Entity Transaction Act AS 10.55.305

[] \$25.00 Filing Fee (non-refundable) (\$25 Corp Fee)

Pursuant to Alaska Statutes 10.55.305, excluding entities stated in AS 10.55.110, the undersigned entities submit the following Statement of Interest Exchange:

ITEM 1: Name of the acquired (releasing) entity: Alaska Entity # (if applicable):

Empty input fields for Item 1 name and Alaska Entity #

Domicile or Jurisdiction (home state): Type of Entity:

Empty input fields for Item 1 domicile and type of entity

ITEM 2: Name of the acquiring (gaining) entity: Alaska Entity # (if applicable):

Empty input fields for Item 2 name and Alaska Entity #

Domicile or Jurisdiction (home state): Type of Entity:

Empty input fields for Item 2 domicile and type of entity

ITEM 3: (Optional) The future effective date of the interest exchange, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format):

___/___/____.

Statement of Interest Exchange: All Entity Types

ITEM 4: The plan of interest exchange was approved by the acquired (releasing) entity in accordance with AS 10.55.301-AS10.55.306.

ITEM 5: *If* the acquired (releasing) entity is a domestic (Alaskan) entity and its public organic documents are being amended as part of the Plan of Interest Exchange, then it must identify the section(s) being amended and provide the amended section(s) in full below.

Attach a separate 8.5"x 11" sheet with additional information, if necessary.

Note – Authorized Shares Change: *If* the interest exchange changes the number of authorized shares of the acquiring (gaining) entity which is a domestic (Alaskan) or qualified (on record with the state) foreign (non-Alaskan) business or professional corporation, then the acquiring entity must file a separate amendment to change the authorized shares information on record with the division.

Note – Percentage Owned Change: *If* the officials, director, shareholder or percent owned information on record will be changing in either the acquired (releasing) entity or acquiring (gaining) entity then a separate Notice of Change of Officials must be filed for each entity.

ITEM 6: Other Provisions: The Statement of Interest Exchange may contain other provisions not prohibited by law:

Attach a separate 8.5"x 11" sheet with additional corporations, if necessary.

Statement of Interest Exchange: All Entity Types

ITEM 7: The Statement of Interest Exchange must be signed on behalf of the acquired (releasing) entity (listed in Item #1 above).

- If the acquired entity is a corporation, it must be signed by an officer of the corporation.
- If the acquired entity is not corporations, it must be signed by the person authorized by the entity.
- If the acquired entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the acquired (releasing) entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and the signature of the individual authorized to sign.

Acquired (releasing) Entity Signature(s):

Signature	Printed Name	Title and entity that is represented	Date

Signature	Printed Name	Title and entity that is represented	Date

Attach a separate 8.5" x 11" sheet, if necessary.

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

SUBMITTAL: Please submit forms and payment together.

- See Item # 5 for any additional forms and fees which may be required.
- Mail the Statement of Interest Exchange (form 08-566) and the \$25.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

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CONTACT INFORMATION SHEET

Please return this document with your filing. This information may be used by the division to assist with processing the attached filings. (NOTE: this form will not be filed for record or appear online.)

ENTITY NAME as it appears on this filing:

Alaska Entity #:

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QUESTIONS/PROBLEMS - The division may send any problems regarding this filing to:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:
Phone:	Email:	

FILED DOCUMENTS – Documents filed for record pertaining to this filing may be sent to:

Check this box if you want filed for record documents returned to the address listed above.

If you want the filed for record documents sent to a different address, please complete the following:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:

SUBMITTAL: Please submit forms and payment together.

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Contact Information Sheet



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FOR DIVISION USE ONLY

State of Alaska
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Division of Corporations, Business and Professional Licensing
PO Box 110806, Juneau, AK 99811
Phone: (907) 465-2550

Credit Card Payment Form

All major credit cards are accepted. For security purposes, do not email credit card information. Include this credit card payment form with your application.

Name of Applicant or Licensee: _____

Program Type: _____ License Number (if applicable): _____

I wish to make payment by credit card for the following (check all that apply):

AMOUNT

Application Fee: _____

License or Renewal Fee: _____

Other (name change, wall certificate, fine, duplicate license, exam, etc.):

1. _____

2. _____

TOTAL: _____

Name (as shown on credit card): _____

Mailing Address: _____

Phone Number: _____ Email (optional): _____

Signature of Credit Card Holder: _____

08-4438

Rev 12/26/18

Credit Card Payment Form (all major cards accepted)

CREDIT CARD INFO: Your payment cannot be processed unless all fields are completed!

1. Account Number: _____

2. Expiration Date: _____

3. Billing ZIP Code: _____

4. Security Code: _____

All four fields **MUST** be completed!

This section will be destroyed after the payment is processed.