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/Corporations.aspx

STATEMENT OF CONVERSION

Specifically for

An Entity without an AK Entity Number
Converting to a Domestic (Alaskan) Business Corporation

Under the Alaska Entity Transaction Act AS 10.55.401 – 10.55.406 and AS 10.06.205, .208, .210

☐ **$275.00 filing fee.**

- **$ 25.00 Statement of Conversion (non-refundable)**
- **$250.00 Articles of Incorporation (non-refundable)**

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

WHAT IS A CONVERSION?
Conversion (when an entity changes/transforms from one type of entity into a different type of entity) means a transaction authorized by AS 10.55.401-10.55.406, with the exception of the entities excluded under AS 10.55.110. Under this:

- Any domestic (Alaskan) entity may become a domestic (Alaskan) business corporation.
- Any foreign (non-Alaskan) entity may become a domestic (Alaskan) business corporation if the conversion is authorized by the law of the foreign jurisdiction.

NOTICE: This Statement of Conversion must be filed in conjunction with Articles of Incorporation (attached to this form) for a domestic (Alaskan) Business Corporation and the applicable $250.00 fee (which are already included in the above stated filing fees).

ITEM 1: Provide the converting (changing from) entity name, the state of domicile (home state) or jurisdiction and the entity type (changing from).

ITEM 2: Provide the converted (changing to) domestic (Alaskan) business corporation name (which continues in existence after the conversion).

- A business corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words.
- The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.
- A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the converted business corporation in Item #2 on the Statement of Conversion must match the name in Article #1 on the Articles of Incorporation attached to this filing.

ITEM 3: (Optional) The future effective date of conversion, 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.

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

ITEM 5: The converted (changed to) domestic (Alaskan) entity's Articles of Incorporation for a domestic business corporation must be attached to this Statement of Conversion. Choose only one of the options.

- Complete the Articles of Incorporation portion of this form

-OR-

- Provide Articles of Incorporation which satisfy the requirements in AS 10.06.205, .208, and .210, as an attachment.

ITEM 6: The Statement of Conversion must be signed on behalf of the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) in the following manner:

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

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the entity that the individual is representing, and 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 Conversion -OR- Statement of Conversion:
Do not send both together. Submit either the Statement of Conversion **OR** the plan of conversion that is signed on behalf of all entities and contains all the information required to be in the Statement of Conversion and is delivered to the Division for filing after the plan has been adopted and approved by all entities. Sending both the plan of conversion and the Statement of Conversion together may cause delays in processing time.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Conversion (form 08-568) and the $275.00 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.

INSTRUCTIONS FOR ARTICLES OF INCORPORATION:

These instructions are specific for the Articles of Incorporation which must be attached to the Statement of Conversion (form 08-568)

ARTICLE 1: Name of Corporation

Provided the name of the domestic (Alaskan) business corporation:

- A corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words.
- The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.
- A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the business corporation in Article #1 in the Articles of Incorporation must match the name in Item #2 on Statement of Conversion portion of this filing.

ARTICLE 2: Disclosure of Corporate Purposes

- The purpose describes activities of the corporation at the time of filing and may include “any lawful.”
- In addition to purpose, also include the NAICS code where indicated. NAICS code may not conflict with the purpose listed. For a complete list of NAICS codes go to the above website and select NAICS Codes.

ARTICLE 3: Registered Agent

Per Alaska Statues a corporation shall (must) continuously (without interruption) maintain in this state (Alaska only) a registered agent and a registered office.

- The registered agent of this domestic (Alaskan) business corporation must be an individual who is a resident of Alaska, or a corporation (excluding LLC, LP and LLP) registered and in good standing with this office.
- The registered agent is statutorily responsible for receiving and forwarding processes, notices, or demands to the last known address of the business corporation.
- A corporation may not act as its own registered agent.
- A physical address and a mailing address in the State of Alaska must be given.

For more information go to the above website and select Registered Agents FAQs.

ARTICLE 4: Alien Affiliate

Defined in AS 10.06.990 as a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a corporation subject to this chapter:

1. An individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended):
2. A person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
3. A person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (1) or (2) of this paragraph.

ARTICLE 5: Shares

All for-profit business corporations must provide the number of authorized shares – the maximum number of shares that a corporation is legally permitted to issue.

- Zero (0) is not an acceptable quantity.
- If there is more than one class or series of authorized shares, please provide this information.
- Par value is the nominal value or dollar value of the original cost of a share and has no relation to market value.

ARTICLE 6: Optional Provisions

The Articles of Incorporation may set out additional provisions authorized by AS 10.06.210:

(1) any of the following provisions, which are not effective unless expressly provided in the articles:
(A) a provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
(B) a provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
(C) special qualifications of persons who may be shareholders;
(D) a provision limiting the duration of the corporation's existence to a specified date;
(E) a provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
(F) a provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
(G) a provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
(H) a provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
(I) a provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
(J) a provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
(K) a provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
(L) *[Repealed, Sec. 59 ch 82 SLA 1989].*
(M) a provision that confers or imposes the powers, duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
(N) a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) wilful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;

(2) reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;

(3) the names and addresses of the persons appointed to act as initial directors;

any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws.

OPTIONAL: Provide the corporation's principal office physical or mailing address (wherever located) with this filing.

SIGNATURES:
Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-568) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

NOTE - INITIAL REPORT:

- To avoid non-compliance with this division: after these filings have been filed for record and the entity has been issued its certificates and an Alaska Entity Number, visit the Corporations website at *http://commerce.alaska.gov/cbpl/corp* and file the Initial Report for this entity.
- The Initial Report identifies the officials who have authority on behalf of this entity and can be filed online for immediate posting.
- Note: other agencies and businesses, based on the entity's business needs or their own, watch this division's website for this information.

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 CONVERSION

Specifically for

An Entity without an AK Entity Number Converting to a Domestic (Alaskan) Business Corporation

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

☐ **$275.00 filing fee.**

- **$ 25.00 Statement of Conversion (non-refundable)** ($25 Corp Fee)
- **$250.00 Articles of Incorporation (non-refundable)** ($100 Corp Tax + $150 Corp Fee)

NOTICE: The Articles of Incorporation must be submitted as an attachment.

Pursuant to the provisions of Alaska Statutes 10.55.405, excluding entities stated in AS 10.55.110, a domestic (Alaskan) or foreign (non-Alaskan) entity may convert (change from one type of entity to a different type of entity) to a domestic (Alaskan) business corporation by submitting the following statement:

ITEM 1: Name of the converting (changing from) entity:

State of Domicile or Jurisdiction (changing from):	Type of Entity (changing from):

ITEM 2: Name of the converted (changing to) domestic (Alaskan) business corporation must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words. (Note: the name of the business corporation in Item #2 on the Statement of Conversion must match the name in Article #1 on the Articles of Incorporation attached to this filing.):

State of Domicile or Jurisdiction (changing to):	Type of Entity (changing into):
Alaska	**Business Corporation**

ITEM 3: (Optional) The future effective date of conversion, 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): ___/___/_____.

ITEM 4:
If the converting entity is a domestic entity, the conversion has been approved in accordance with AS 10.55.401-10.55.406.

-OR-

If the converting entity is a foreign entity, the conversion has been approved by the foreign converting entity in accordance with the laws of its jurisdiction of organization.

ITEM 5: The converted (changed to) domestic (Alaskan) entity's Articles of Incorporation for a domestic business corporation must be attached to this Statement of Conversion. Choose only one of the options below:

☐ Complete the attached Articles of Incorporation portion of this form.

-OR-

☐ Provide Articles of Incorporation, which satisfy the requirements of AS 10.06.205, .208 and .210, as an attachment.

ITEM 6: The Statement of Conversion must be signed on behalf of the converting (changing from) entity (listed in Item #1 above) in the following manner:

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

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

Signature	Printed Name	Title and entity that is represented	Date

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.

- Mail the Statement of Conversion (form 08-568) and the $275.00 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.

ARTICLES OF INCORPORATION

Specifically for

A Domestic (Alaskan) Business Corporation with Statement of Conversion

Under AS 10.06.205, .208, .210, and the Alaska Entity Transactions Act AS 10.55.405

Pursuant to AS 10.55.405 the converted entity's public organic document must be submitted as an attachment to this Statement of Conversion.

Pursuant to AS 10.06.205, .208 and .210 the undersigned domestic (Alaskan) business corporation applies for a Certificate of Incorporation, and for that purpose, submits the following:

ARTICLE 1: Name of the business corporation must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words. (Note: the name of the business corporation in Article #1 in the Articles of Incorporation must match the name in Item #2 on Statement of Conversion portion of this filing.):

ARTICLE 2: Indicate the purpose of the corporation (may include "any lawful") and, separately, the 6 digit NAICS Industry Grouping Code that most clearly describes the initial activities of the business company:

Purpose:	NAICS code:						

ARTICLE 3: Registered agent name and address (*must* include a physical and mailing address *in Alaska*):

Name:

Physical address in Alaska:		
City:	State: **ALASKA**	Zip Code:

Mailing address in Alaska:		
City:	State: **ALASKA**	Zip Code:

ARTICLE 4: Name and address of each alien affiliate (if there are no alien affiliates, indicate "none"):

Name:		
Mailing address:		
City:	State/Province:	Country:

Attach additional sheet if more than one alien affiliate.

ARTICLE 5: Authorized Shares: the number of authorized shares, class, series (if applicable) and par value:

	☐ Common ☐ Preferred		
# of Authorized shares (zero is not an acceptable #)	Class	Series	Par value
	☐ Common ☐ Preferred		
# of Authorized Shares (zero is not an acceptable #)	Class	Series	Par value

ARTICLE 6: **Optional Provisions and Additional Articles**

- Attach additional pages for continuation of optional provisions and/or additional articles.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.
- Additional articles should be a continuation of the numbering as it appears on these Articles of Incorporation.

ADDRESS: Principal Office Address of the Corporation (wherever located):

Physical address:		
City:	State:	Zip Code:

Mailing address:		
City:	State:	Zip Code:

SIGNATURES: Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-568) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

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.

NOTE - INITIAL REPORT: After these filings have been filed for record and the entity been issued its certificates and an Alaska Entity Number, to avoid non-compliance, please visit the Corporations Section at the above website and file the Initial Report for this entity.

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

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 #:

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.

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.