



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>

STATEMENT OF CONVERSION

Specifically for

An Entity without an AK Entity Number

Converting to a Domestic (Alaskan) Professional Corporation

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 10.45.010, 10.06.208

\$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):*

NOTE – Professional Service:

The following professions are considered a professional service, if the service you provide is not listed you cannot incorporate as a professional corporation in the State of Alaska:

Acupuncturist	Legal Services	Physical/Occupational Therapy
Architect, Engineer, Land Surveyor	Marital Family Therapy	Physicians Assistant
Audiologist	Medical	Professional Counselor
Chiropractor	Naturopath	Psychology
Dental	Nursing	Public Accountant
Dispensing Optician	Optometry	Social Work
Geologist	Pharmacy	Veterinary

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

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

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

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

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

- The name of a professional corporation must contain the last name of one or more of its shareholders, unless the regulations of a particular regulating board or the ethics of a profession permit the use of a corporate name which does not include the surname of any present or former shareholders.
- For more information contact your specific licensing board for the requirements by going to the above website and select Professional Licensing Section.
- The professional corporation name must end in the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of these, such as "P.C".
- **NOTE:** the name of the professional corporation in Item #2 on the Statement of Conversion must match Article #1 in 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 professional corporation must be attached to this Statement of Conversion. Choose only one of the options.

Complete the attached Articles of Incorporation portion of this form.

-OR-

Provide Articles of Incorporation, which satisfy the requirements of AS 10.45.010, 10.06.208, and 10.06.210, 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 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.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Conversion (form 08-572) 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 08-572)

ITEM 1: Legal Name of Corporation

Provide the name of the domestic (Alaskan) professional corporation:

- The corporate name shall be ended by the word “Corporation”, “Company”, “Incorporated”, “Limited,” “A Professional Corporation,” or an abbreviation of one of these, such as “P.C”.
- 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 professional corporation in Article #1 on 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.

NOTE: The following professions are considered a professional service, if the service you provide is not listed you cannot incorporate as a professional corporation:

Acupuncturist	Legal Services	Physical/Occupational Therapy
Architect, Engineer, Land Surveyor	Marital Family Therapy	Physicians Assistant
Audiologist	Medical	Professional Counselor
Chiropractor	Naturopath	Psychology
Dental	Nursing	Public Accountant
Dispensing Optician	Optometry	Social Work
Geologist	Pharmacy	Veterinary

ARTICLE 3: Address of Professional Corporation in Alaska

Provide the physical and mailing address where the professional corporation will have its office in Alaska.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

ARTICLE 4: Registered Agent

Per Alaska Statutes a professional 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 professional 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 professional 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 5: 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 6: Officers, Directors, Shareholders

Per AS 10.45.010, list the names and addresses of all original shareholders, directors, and officers of the professional corporation. Pursuant to [professional corporations] Alaska Statutes:

- Per AS 10.45.050, only persons or a settlor of a trust licensed by a regulatory board of the state maybe a shareholder of a professional corporation.
- Per AS 10.45.060, only shareholders of the professional corporation can be an officer or director of the corporation.
- Per AS 10.45.060, a person may not be a shareholder, director, or officer of more than one professional corporation at one time.
- List the professional license issued by the State of Alaska Department of Commerce, Community, and Economic Development. If the license was issued by the Alaska Bar Association, include a copy of the license with this filing.

Note: Please do not include confidential information such as Social Security Numbers, driver license numbers or date of birth as this record is public information.

ARTICLE 7: Shares

All professional 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.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

ARTICLE 8: 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.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-572) 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:

- 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.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.



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STATEMENT OF CONVERSION

Specifically for

**An Entity without an AK Entity Number
Converting to a Domestic (Alaskan) Professional 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) professional corporation by submitting the following statement:

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

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State of Domicile or Jurisdiction (changing from):

Type of Entity (changing from):

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ITEM 2: Name of the converted (changing to) domestic (Alaskan) professional corporation must contain the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of one of these, such as "P.C". (Note: the name of the professional 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.):

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State of Domicile or Jurisdiction (changing to):

Type of Entity (changing to):

Alaska	Professional Corporation
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Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

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 professional 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 10.45.010, 10.06.208 and 10.06.210, 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 08-572) 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.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

ARTICLES OF INCORPORATION

Specifically for

A Domestic (Alaskan) Professional Corporation with Statement of Conversion

Under AS 10.45.010, 10.06.208, and the Alaska Entity Transactions Act AS 10.55.401-10.55.406

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 Alaska Statutes 10.45.010 and 10.06.208, the undersigned domestic (Alaskan) professional corporation applies for a Certificate of Incorporation and, for that purpose, submits the following:

ARTICLE 1: Name of the professional corporation must contain the word "Corporation", "Company", "Incorporated", "Limited," "A Professional Corporation," or an abbreviation of one of one of these, such as "P.C". (Note: the name of the professional corporation in Article #1 on the Articles of Incorporation must match the name in Item #2 on Statement of Conversion portion of this filing.):

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ARTICLE 2: Provide the name of the professional activity to be practiced by the corporation, and, separately, the 6 digit NAICS Industry Grouping Code that most clearly describes the initial activities of the company:

Professional Activity:	NAICS code:								
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ARTICLE 3: Address where the professional corporation will have its office in Alaska:

Physical address:		
City:	State: ALASKA	Zip Code:

Mailing address:		
City:	State: ALASKA	Zip Code:

ARTICLE 4: 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:

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

ARTICLE 5: 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 6: Per AS 10.45.010, list the names and addresses of all original shareholders, directors, and officers of the professional corporation. Pursuant to [professional corporations] Alaska Statutes:

- Per AS 10.45.050, a shareholder must be licensed by a regulatory board of the state
- Per AS 10.45.060, only shareholders can be an officer or director.
- Per AS 10.45.060, may be a shareholder, director, or officer of only one professional corporation at a time.

List the professional license issued by the State of Alaska Department of Commerce, Community, and Economic Development. If the license was issued by the Alaska Bar Association, include a copy of the license with this filing.

For each person listed: check the appropriate position(s) this person holds with the professional corporation.

Shareholder (mandatory) President Vice President Secretary Treasurer Director

Name:		
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

Shareholder (mandatory) President Vice President Secretary Treasurer Director

Name:		
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

Shareholder (mandatory) President Vice President Secretary Treasurer Director

Name:		
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

Article 6 Continued on Next Page

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.

ARTICLE 6 CONTINUED:

Shareholder (mandatory) President Vice President Secretary Treasurer Director

Name:		
Alaska Professional License Number (mandatory):		
Mailing address:		
City:	State/Province:	Country:

Attach an additional sheet if necessary.

NOTE: Please do not include confidential information such as Social Security Numbers, driver license numbers or date of birth as this record is public information.

ARTICLE 7: Number of authorized shares (zero is not an acceptable quantity):

	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
# of Authorized shares (zero is not an acceptable #)	Class	Series	Par value
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
# of Authorized shares (zero is not an acceptable #)	Class	Series	Par value

ARTICLE 8: 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.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-572) 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.

Statement of Conversion: Entity without an AK Entity # Converting to Domestic Professional Corp.



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Email: corporations@alaska.gov
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 #:

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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.

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.

Contact Information Sheet



THE STATE
of **ALASKA**
Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

FOR DIVISION USE ONLY

State of Alaska
Department of Commerce, Community, and Economic Development
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!

<p>1. Account Number: _____</p> <p>2. Expiration Date: _____</p> <p>3. Billing ZIP Code: _____</p> <p>4. Security Code: _____</p>	<p>All four fields MUST be completed!</p> <p>This section will be destroyed after the payment is processed.</p>
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