



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) Non-Profit Corporation

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 10.20.151-153

\$75.00 filing fee.

\$25.00 Statement of Conversion Filing Fee (non-refundable)

\$50.00 Articles of Incorporation Filing Fee (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) non-profit corporation.
- Any foreign (non-Alaskan) entity may become a domestic (Alaskan) non-profit 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) Non-profit Corporation and the applicable \$50.00 fee (which is already included in the above stated filing fees).

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

ITEM 2: Provide the name of the converted (changing to) domestic (Alaskan) non-profit corporation (which will continue to conduct business in Alaska after the conversion)

- The name of the non-profit corporation may contain the word “corporation”, “company”, “incorporated”, “limited” or an abbreviation of one of these words:
- The non-profit 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 non-profit corporate name must be distinguishable upon the record. To search the availability of the legal name of the non-profit corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the non-profit 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.

Statement of Conversion: Entity without AK Entity # Converting to Domestic Non-Profit 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: This statement is required by statute. Please read through and verify.

ITEM 5: The converted (changing to) entity is a domestic (Alaskan) non-profit corporation; therefore the text of the converted entity's articles of incorporation must be attached to this Statement of Conversion. Choose one of the options.

- Complete the Articles of Incorporation portion of this form

-OR-

- Provide Articles of Incorporation which satisfy the requirements in AS 10.20.151 &153 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.

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 08-574) and the \$75.00 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 08-574)

NOTE: Bylaws are not required to be filed with this office; they are to be maintained by the entity. If you include your bylaws, they will be returned without being filed for record.

Statement of Conversion: Entity without AK Entity # Converting to Domestic Non-Profit Corp.

ARTICLE 1: Name of Non-Profit Corporation

Provide the name of the domestic (Alaskan) non-profit corporation:

- The name of the non-profit corporation may contain the word “corporation”, “company”, “incorporated”, “limited” or an abbreviation of one of these words:
- The non-profit 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 non-profit corporate name must be distinguishable upon the record. To search the availability of the legal name of the non-profit corporation in the State of Alaska go to the Corporations website at <http://commerce.alaska.gov/cbpl/corp>, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the non-profit corporation in Article #1 in the Articles of Incorporation must match the name 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 Statutes a non-profit 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) non-profit 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 non-profit 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: Directors

Provide the number of directors constituting the initial board of directors. Indicate the names and mailing address of the persons who are to serve as the initial directors. If there are more than three directors, attach an additional sheet.

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 5: Optional Provisions and Additional Articles

- Attach additional pages for continuation of optional provisions and/or additional articles as authorized in the statutes.
- 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 this form.

SIGNATURES:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-574) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

Statement of Conversion: Entity without AK Entity # Converting to Domestic Non-Profit Corp.

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.

ADDITIONAL RESOURCES FOR CHARITABLE ORGANIZATIONS:

Department of Law:

Alaska law required charitable organizations and paid solicitors to register with the Dept. of Law. For more information please go to http://law.alaska.gov/department/civil/consumer/cp_charities.html.

Department of Revenue:

- **Gaming permits** - (i.e. bingo, raffles, lotteries, ice classics, pull-tab, etc.) are issued by the Tax Division of this department. For more information please go to the Tax Division website at <http://www.tax.alaska.gov/programs/programs/index.aspx?54160>.
- **Pick Click Give** - to find out more information, including how to register, please go to the Permanent Fund Dividend Division website at <http://pfd.alaska.gov/Home/Charitable>.

Statement of Conversion: Entity without AK Entity # Converting to Domestic Non-Profit Corp.



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STATEMENT OF CONVERSION

Specifically for

**An Entity without an AK Entity Number
Converting to a Domestic (Alaskan) Non-Profit Corporation**

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

\$75.00 filing fee.

- **\$25.00 Statement of Conversion (non-refundable)** (\$25 Corp Fee)
- **\$50.00 Articles of Incorporation (non-refundable)** (\$50 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) non-profit 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) non-profit corporation may contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words. (Note: the name of the non-profit 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	Nonprofit Corporation
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Statement of Conversion: Entity without AK Entity # Converting to Domestic Non Profit. Corp Form.

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 (changing from) entity (listed in Item #1 above) is a domestic (Alaskan) entity, the conversion has been approved in accordance with AS 10.55.401-10.55.406.

-OR-

If the converting (changing from) entity (listed in Item #1 above) is a foreign (non-Alaskan) 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 (changing to) entity is a domestic (Alaskan) non-profit corporation; therefore the text of the converted entity's articles of incorporation must be attached to this Statement of Conversion. Choose 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 10.20.151 & 153 and 10.55.405, 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 08-574) and the \$75.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
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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 AK Entity # Converting to Domestic Non Profit. Corp Form.

ARTICLES OF INCORPORATION
Specifically for
A Domestic (Alaskan) Non-Profit Corporation
with Statement of Conversion

Under AS 10.20.151-153 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 AS 10.20.151-153 the undersigned domestic (Alaskan) non-profit corporation applies for a Certificate of Incorporation and, for that purpose, submits the following:

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

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ARTICLE 2: Provide 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 company:

Purpose:	NAICS code:						
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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:
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Mailing address in Alaska:

City:	State: ALASKA	Zip Code:
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ARTICLE 4: Initial board of directors:

Number of directors constituting the initial board of directors (must be at least 3):	
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The names and mailing addresses of the persons who are to serve as the initial directors:

Name:

Mailing address:

City:	State:	Zip Code:
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Name:

Mailing address:

City:	State:	Zip Code:
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Article 4 Continued on Next Page

Statement of Conversion: Entity without AK Entity # Converting to Domestic Non Profit. Corp Form.

ARTICLE 4 CONTINUED:

Name:		
Mailing address:		
City:	State:	Zip Code:

Attach an additional sheet if necessary.

ARTICLE 5: 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 this form.

SIGNATURES:

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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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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



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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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