



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 with 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 (non-refundable)

\$50.00 Articles of Incorporation (non-refundable)

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

NOTICE: The Statement of Conversion will not be filed if a biennial report is due. Please verify the following for the converting entity 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 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) nonprofit corporation.
- Any foreign (non-Alaskan) entity may become a domestic (Alaskan) nonprofit corporation if the conversion is authorized by the law of the foreign jurisdiction.

NOTICE: The Certificate of Conversion must be filed in conjunction with Articles of Incorporation (attached to this form) for a Domestic (Alaskan) Nonprofit 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, the Alaska Entity Number (mandatory), 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.

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.

If the converting 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 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.

IMPORTANT: Changing Officials

On the date the Statement of Conversion is filed for record all officials currently on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) will be removed from record. The converted (changing to) entity (listed in Item # 2 of the Statement of Conversion) must file a notification of changing officials with this division.

- 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).

The appropriate forms can be found online at the above and select Forms and Fees. The notification form may be filed in conjunction with the Statement of Conversion. The filing fee is \$25.

SUBMITTAL: Please submit forms and payment together.

- A notification of officials changing maybe filed in conjunction with the Statement of Conversion; please include the appropriate form and filing fee.
- Mail the Statement of Conversion (form 08-575) 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 08-575)

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.

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 above website, 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

The registered agent for the domestic (Alaskan) non-profit corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25. The appropriate Statement of Change form, based on entity type, can be found on the above website, click Corporations Section, Forms and Fees.

For more information go to the above website and click 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 08-575) 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.

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 requires 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>.



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STATEMENT OF CONVERSION

Specifically for

**An Entity with 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: Alaska Entity # (mandatory):

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

Alaska	
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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	Non-profit Corporation
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Statement of Conversion: Entity with 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:

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.

If the converting 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 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.

IMPORTANT: Changing Officials

On the date the Statement of Conversion is filed for record all officials currently on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) will be removed from record. The converted (changing to) entity (listed in Item # 2 of the Statement of Conversion) must file a notification of changing officials with this division in the manner and time prescribed in AS 10.20.631. The notification of officials changing maybe filed in conjunction with the Statement of Conversion.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Non-Profit Corp.

SUBMITTAL: Please submit forms and payment together.

- A notification of officials changing maybe filed in conjunction with the Statement of Conversion; please include the appropriate form and filing fee.
- Mail the Statement of Conversion (form 08-575) 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.
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Statement of Conversion: Entity with AK Entity # Converting to Domestic Non-Profit Corp.

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 Alaska Statutes 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:

The registered agent for the domestic (Alaskan) non-profit corporation (listed in Article #1 on the Articles of Incorporation) is the same agent on record for the converting (changing from) entity (listed in Item #1 on the Statement of Conversion). Per Alaska Statutes the registered agent information may only be updated via a Statement of Change Registered Agent form. The non-refundable filing fee for a Statement of Change is \$25.

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:

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

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

Attach an additional sheet if necessary.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Non-Profit Corp.

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:

Per AS 10.55.405(d) the Articles of Incorporation filed with the Statement of Conversion (form 08-575) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

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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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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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