



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) Limited Liability Company

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 10.50.075

\$175.00 filing fee.

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

\$150.00 Articles of Organization Filing Fee (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 convert to a domestic (Alaskan) limited liability company.
- Any foreign (non-Alaskan) entity may become a domestic (Alaskan) limited liability company 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 Organization (attached to this form) for a domestic (Alaskan) Limited Liability Company and the applicable \$150.00 fee (which is already included in the above stated filing fees).

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

ITEM 1: Provide the name of the converting (changing from) entity, the Alaska Entity Number (mandatory) and type of entity (changing from).

ITEM 2: Provide the name of the converted (changing to) domestic (Alaskan) limited liability company (which will continue to conduct business in Alaska after the conversion).

- The name of the limited liability company must contain the words “limited liability company” or the abbreviation “L.L.C.,” or “LLC”.
- The word “limited” may be abbreviated as “Ltd.,” and the word “company” may be abbreviated as “Co.” The name of a city, borough, or village may be used in a limited liability company name.
- The name may not contain the word “city,” “borough,” or “village” or otherwise imply that the company is a municipality.
- A company 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 limited liability company in Item #2 on the Statement of Conversion must match the name in Article #1 on the Articles of Organization 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) limited liability company; therefore the text of the converted entity’s articles of organization must be attached to this Statement of Conversion. Choose only one of the options.

Complete the attached Articles of Organization portion of this form.

-OR-

Provide Articles of Organization, which satisfy the requirements of AS 10.50.075 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.

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

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

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 website 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 08-578) and the \$175.00 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. 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.

INSTRUCTIONS FOR ARTICLES OF ORGANIZATION

**These instructions are specific for the Articles of Organization
which must be attached to the Statement of Conversion (form 08-578)**

ARTICLE 1: Name of the Limited Liability Company

Provide the name of the domestic (Alaskan) limited liability company here:

- A limited liability name must contain the words “limited liability company” or the abbreviation “L.L.C.,” or “LLC”. The word “limited” may be abbreviated as “Ltd.,” and the word “company” may be abbreviated as “Co.”
- The name of a city, borough, or village may be used in a limited liability company name; however, the name may not contain the word “city,” “borough,” or “village” or otherwise imply that the company is a municipality.
- A 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.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

- **NOTE:** the name of the limited liability company in Article 1 in the Articles of Organization must match Item 2 on the Statement of Conversion portion of the 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) limited liability company (listed in Article #1 on the Articles of Organization) 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: Management

An LLC may be managed by members, or managed by managers.

- If the LLC is managed by members, there will be no managers and at least one member.
- If the LLC is managed by managers, there must be at least one member and one manager; additionally the managers have sole decision making power within the LLC.

For additional information see AS 10.50 Limited Liability Company Act.

ARTICLE 5: Optional Provisions

- 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 Organization filed with the Statement of Conversion (form 08-578) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

NOTE - Operating Agreement: An operating agreement is not required to be filed with this office; operating agreements are to be maintained by the entity. If you include your operating agreement, it will be returned without being filed for record.

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).

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

- 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 website and select Forms and Fees. The notification form may be filed in conjunction with the Statement of Conversion. The filing fee is \$25.

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

ADDITIONAL RESOURCES:

Professional Licensing Section:

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

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

Business Licensing Section:

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

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

Alaska Corporate Net Income Tax:

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



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STATEMENT OF CONVERSION

Specifically for

**An Entity with an AK Entity Number
Converting to a Domestic (Alaskan) Limited Liability Company**

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

\$175.00 Filing Fee

- **\$ 25.00 Statement of Conversion Filing Fee (non-refundable)** (\$25 Corp Fee)
- **\$150.00 Articles of Organization Filing Fee (non-refundable)** (\$150 Corp Fee)

NOTICE: The Articles of Organization 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) limited liability company 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) limited liability company must contain the words "limited liability company" or the abbreviation of "L.L.C" or "LLC." The word "limited" may be abbreviated as "Ltd." and the word "company" may be abbreviated as "Co." (Note: the name of the limited liability company in Item #2 on the Statement of Conversion must match the name in Article #1 on the Articles of Organization attached to this filing.):

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State of Domicile or Jurisdiction (changing to): _____ Type of Entity (changing to): _____

Alaska	Limited Liability Company
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Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

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

-OR-

If the converting (changing from) entity is a foreign (non-Alaskan) entity (listed in Item #1 above), 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) limited liability company; therefore the text of the converted entity's articles of organization must be attached to this Statement of Conversion. Choose only one of the options below:

Complete the attached Articles of Organization portion of this form.

-OR-

Provide Articles of Organization, which satisfy the requirements of AS 10.50.075 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 10.50.765. The notification of officials changing maybe filed in conjunction with the Statement of Conversion.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

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 08-578) and the \$175.00 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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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 ORGANIZATION

Specifically for

Domestic (Alaskan) Limited Liability Company with Statement of Conversion

Under AS 10.50.075 and the Alaska Transactions Act 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 10.55.405 the undersigned domestic (Alaskan) limited liability company applies for a Certificate of Organization and, for that purpose, submits the following:

ARTICLE 1: Legal name of the limited liability company must contain the words "limited liability company" or the abbreviation "L.L.C.," or "LLC". The word "limited" may be abbreviated as "Ltd." and the word "company" may be abbreviated as "Co." (Note: the name of the limited liability company in Article #1 on the Articles of Organization must match the name in Item #2 on the Statement of Conversion portion of this filing.):

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ARTICLE 2: The purpose of the company (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) limited liability company (listed in Article #1 on the Articles of Organization) 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: Management. Choose only one of the options below:

The limited liability company is managed by its Members.
(There must be at least one member and there are no managers.)

-OR-

The limited liability company is managed by a Manager.
(There must be at least one member and one manager; additionally the manager(s) have sole decision making power within the LLC.)

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 these Articles of Incorporation.

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Attach an additional 8.5" x 11" sheet if necessary.

Statement of Conversion: Entity with AK Entity # Converting to Domestic Limited Liability Company

SIGNATURES:

Per AS 10.55.405(d) the Articles of Organization filed with the Statement of Conversion (form 08-578) does not need to be signed; the Statement of Conversion portion of this filing must be signed.

NOTE - Operating Agreement: An operating agreement is not required to be filed with this office; operating agreements are to be maintained by the entity. If you include your operating agreement, it will be returned without being filed for record.

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.



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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



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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