



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

A Domestic (Alaskan) Entity without an AK Entity Number Converting to a Foreign (non-Alaskan) Limited Liability Company

which will continue to conduct business in Alaska as

a qualified (on record with the division) Foreign Limited Liability Company

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 10.50.615

\$375.00 filing fee.

\$ 25.00 Statement of Conversion (non-refundable)

\$350.00 Registration of Foreign LLC (non-refundable)

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

IMPORTANT:

This form is to be used only if the foreign (non-Alaskan) limited liability company (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska.

If the converted foreign limited liability company will not be doing business in Alaska, then you must use form 08-588, Any Domestic (Alaskan) Entity Converting to an Unqualified Domestic (Alaskan) or Foreign (Non-Alaskan) Entity Not Conducting Business in Alaska.

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 foreign (non-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 Certificate of Registration (attached to this form) for a Foreign (non-Alaskan) Limited Liability Company and the applicable \$350.00 fee (which are already included in the above stated filing fees).

ITEM 1: Provide the name of the converting (changing from) domestic (Alaskan) entity and the type of entity (changing from).

ITEM 2: Provide the name of the converted (changing to) foreign (non-Alaskan) limited liability company (which will continue to conduct business in the State of Alaska after the conversion), and the state of domicile or jurisdiction.

Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

- A limited liability company name 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.”
- 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.
- The company name may not contain a word or phrase that indicates or implies that the company is organized for a purpose other than the purpose contained in its articles of organization.
- A limited liability name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the converted limited liability company in Item #2 on the Statement of Conversion must match the name in Item #1 on the Certificate of Registration 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 foreign (non-Alaskan) limited liability company, which will continue to be conducting business in Alaska as a foreign limited liability company after the conversion, must complete the Certificate of Registration attached to this form.

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.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Conversion (form 08-579) and the \$375.00 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.

IMPORTANT:

This form is to be used only if the foreign (non-Alaskan) limited liability company (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska. If the converted foreign limited liability company will not be doing business in Alaska, then you must use form 08-588, Any Domestic (Alaskan) Entity Converting to an Unqualified Domestic (Alaskan) or Foreign (Non-Alaskan) Entity Not Conducting Business in Alaska.

INSTRUCTIONS FOR CERTIFICATE OF REGISTRATION

These instructions are specific for the Certificate of Registration which must be attached to the Statement of Conversion (form 08-579)

ITEM 1: Legal Name of the Limited Liability Company

Provide the name of the foreign (non-Alaskan) limited liability company:

- A limited liability company name 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.”
- 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.
- The company name may not contain a word or phrase that indicates or implies that the company is organized for a purpose other than the purpose contained in its articles of organization.
- A limited liability 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 #1 in the Certificate of Registration must match Item #2 on Statement of Conversion portion of this filing.

The limited liability company must be in good standing in their state of domicile, before we can issue a certificate of registration, please check the box to confirm the limited liability company is in good standing/compliance in their state of domicile. Note: as proof, the division may ask for a certificate of good standing/compliance, less than 60 days old, from the state of domicile.

ITEM 2: Assumed Name

The name the company elects to use if the legal name in the state of domicile is already in use by another entity in Alaska. To search the availability of the legal name of the corporation in the state of Alaska, go to the Corporations above website, click License Search, and select Search Corporations Database.

ITEM 3: State of Domicile, Date of Incorporation, Duration

Indicate the state of domicile, or “home state”; date of incorporation in the state of domicile (mm/dd/yyyy format); and the duration.

Duration is the life expectancy of the limited liability company in Alaska.

- It may be a specific future date of less than 100 years.
- If there is no expected end date, select the “perpetual” box, indicating the limited liability company plans to transact business uninterrupted for an undeterminable amount of time.

Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

ITEM 4: Disclosure of Corporate Purposes

- The purpose describes activities of the limited liability company 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 NAICS Code.

ITEM 5: Registered Agent

Per Alaska Statutes a limited liability company shall (must) continuously (without interruption) maintain in this state (Alaska only) a registered agent and a registered office.

- The registered agent of this foreign (non-Alaskan) limited liability company 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 limited liability company 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.

ITEM 6: Principal Office Address

Provide the physical and mailing address of the business corporation in the state or country of domicile (wherever located).

ITEM 7: 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 there must be 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.

ITEM 8: MEMBERS AND/OR MANAGERS

List the members and/or managers of the LLC.

- The limited liability company must have at least one member on record, and, in addition, list the name, address and % held of each member (person/entity) owning at least 5% in the company.
- If the company is managed by a Manager (see Item #7 above) then list the name, address and % held (if applicable) of each Manager.

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.

SIGNATURES:

Per AS 10.55.405(d) the Certificate of Registration filed with the Statement of Conversion (form 08-579) 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.

Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

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.

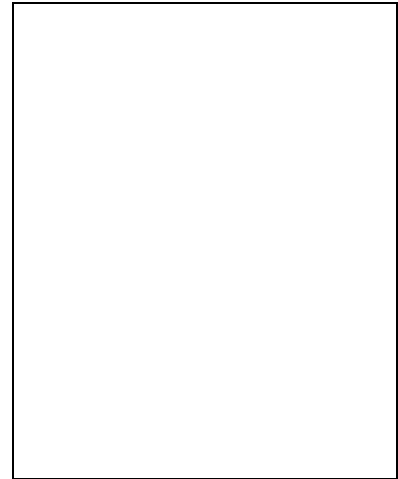


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STATEMENT OF CONVERSION

Specifically for

A Domestic (Alaskan) Entity without an AK Entity Number
Converting to a Foreign (non-Alaskan) Limited Liability Company

which will continue to conduct business in Alaska as
a qualified (on record with the division) Foreign Limited Liability Company
Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

\$375.00 filing fee.

- \$ 25.00 Statement of Conversion (non-refundable) (\$25 Corp Fee)
\$350.00 Certificate of Registration of Foreign LLC (non-refundable) (\$350 Corp Fee)

NOTICE: The Certificate of Registration 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) entity may convert (change from one type of entity to a different type of entity) to a foreign (non-Alaskan) limited liability company, which continues to conduct business in Alaska, by submitting the following statement:

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

Empty text box for Item 1

State of Domicile (changing from):

Type of Entity (changing from):

Table with 2 columns: State of Domicile (changing from): Alaska, Type of Entity (changing from):

ITEM 2: Name of the converted (changing to) foreign (non-Alaskan) limited liability company (which will continue to conduct business in Alaska after the conversion) 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 Item #1 on the Certificate of Registration attached to this filing.):

Empty text box for Item 2

Item 2 Continued on Next Page

Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

ITEM 2 CONTINUED:

State of Domicile or Jurisdiction (changing to):

Type of Entity (changing to):

	Limited Liability Company
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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: The conversion has been approved in accordance with AS 10.55.401-10.55.406.

ITEM 5: The converted (changing to) entity is a foreign (non-Alaskan) limited liability company, which will continue to be conducting business in Alaska as a foreign limited liability company after the conversion, must complete the Certificate of Registration attached to this form.

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 08-579) and the \$375.00 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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IMPORTANT:

This form is to be used only if the foreign (non-Alaskan) limited liability company (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska. If the converted foreign limited liability company will not be doing business in Alaska, then you must use form 08-588, Any Domestic (Alaskan) Entity Converting to an Unqualified Domestic (Alaskan) or Foreign (Non-Alaskan) Entity Not Conducting Business in Alaska.

Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

CERTIFICATE OF REGISTRATION

Specifically for

Foreign (non-Alaskan) Limited Liability Company with Statement of Conversion

Under AS 10.50.615 and the Alaska Transaction 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 10.50.615 the undersigned foreign (non-Alaskan) limited liability company applies for a Certificate of Registration and, for that purpose, submits the following:

ITEM 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 Item #1 of the Certificate of Registration must match the name in Item #2 on the Statement of Conversion portion of this filing.):

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This foreign entity is active and in good standing in the state/country of domicile.

ITEM 2: The assumed name the corporation elects to use in Alaska *if* the legal name is *not* available:

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ITEM 3: The state of domicile, or "home state"; date of incorporation in the state of domicile (mm/dd/yyyy format); and the duration, or "life expectancy" of the company:

State of domicile:	Date of Incorporation: ___/___/___	Duration: ___/___/___ <input type="checkbox"/> Perpetual
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ITEM 4: 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 limited liability company:

Purpose:	NAICS code:								
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ITEM 5: 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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Statement of Conversion: Domestic Entity without AK Entity # Converting to a Foreign LLC

ITEM 6: Principal office address of the corporation (wherever located):

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

ITEM 7: 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.)

ITEM 8:

The limited liability company must have at least one member on record, and, in addition, list the name, address and % held of each member (person/entity) owning at least 5% in the company.

Member Name(s)	Mailing address	City	State	ZIP code	% held

Attach a separate 8.5" x 11" sheet, if necessary.

If the company is managed by a Manager (see Item #7 above) then list the name, address and % held (if applicable) of each Manager.

Manager Name(s)	Mailing address	City	State	ZIP code	% held

Attach a separate 8.5" x 11" 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.

SIGNATURES:

Per AS 10.55.405(d) the Certificate of Registration filed with the Statement of Conversion (form 08-579) 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.

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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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