



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

**Foreign (non-Alaskan) Limited Partnership with AK Entity #
Converting to Any Domestic (Alaskan) Entity**

which will continue to conduct business in Alaska.

Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

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

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

IMPORTANT:

This form is to be used only if the converted entity (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska.

If the converted entity 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.

NOTICE: 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?
- 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 the officials have changed then please submit a Certificate of Correction for a Foreign Limited Partnership located on the above website under Forms and Fees.
- 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:

- Except as otherwise provided in this section; a foreign (non-Alaskan) limited partnership may become a domestic (Alaskan) entity of a different type if the conversion is authorized by the law of the foreign jurisdiction.

NOTICE: If the converting (changing from) foreign (non-Alaskan) limited partnership results in a domestic (Alaska) entity which must qualify in the state of Alaska then necessary creation filing must be filed in conjunction with the Statement of Conversion along with the additional creation/registration filing fee.

ITEM 1: Provide the name of the converting (changing from) foreign (non-Alaska) limited partnership, the Alaska Entity # (if applicable), and State of domicile or jurisdiction.

ITEM 2: Provide the name of the converted (changing to) entity which continues to conduct business in Alaska after the conversion

If the converted entity is a domestic (Alaska) entity, or a foreign (non-Alaska) entity which must qualify in the state of Alaska (obtain an Alaska Entity Number) then:

- The converted entity name must be in accordance with AS 10.06-10.50 and AS 32.11.
- The converted entity 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 converted entity name must be distinguishable upon the record. To search the availability of the legal name of the entity in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the converted entity listed in Item # 2 on the Statement of Conversion must match the name of the entity on the creation 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: *If* the converting (changing from) foreign (non-Alaskan) limited partnership results in a domestic (Alaska) entity which must qualify in the state of Alaska (obtain an Alaskan Entity Number) then the entity:

- Must attach the necessary creation/registration filing to the Statement of Conversion and along with the appropriate additional filing fee
- The name of the converted entity on the creation filing must match the name listed in Item # 2 on the Statement of Conversion.

NOTE – Registered Agent: *If* the converted (changing to) entity (listed in item #2 on the Statement of Conversion) is a domestic (Alaska) entity which must qualify in the state of Alaska (obtain an Alaska Entity Number) then the registered agent for the converted entity is the same agent currently on record for the converting (changing from) foreign (non-Alaskan) limited partnership (listed in Item #1 on the Statement of Conversion). 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 Statement of Change may be filed in conjunction with this Statement of Conversion. The form can be found online at the above website select Forms and Fees.

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.

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

If the Statement of Conversion results in the change of an official, officer, director, shareholder, member, manager and/or percent owned then the converted (changing to) entity (listed in Item #2 on 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 form 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.

- See Item # 5 for additional forms and fees which may be required.
- If necessary a notification of change of officials may be filed in conjunction with this Statement of Conversion.
- Mail the Statement of Conversion (form 08-584) and the \$25.00 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.

NOTICE: If the converting (changing from) foreign (non-Alaskan) limited partnership results in a domestic (Alaska) entity which must qualify in the state of Alaska then necessary creation filing must be filed in conjunction with the Statement of Conversion and along with the additional creation filing fee.

IMPORTANT:

This form is to be used only if the converted entity (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska. If the converted entity 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.

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 Foreign (non-Alaskan) Limited Partnership
Converting to any Domestic (Alaska) Entity**

which will continue to conduct business in Alaska.
Under the Alaska Entity Transaction Act AS 10.55.401-10.55.406

\$25.00 Statement of Conversion (non-refundable) (\$25 Corp Fee)

NOTICE: See Item # 5 for additional forms and fees which may be required.

Pursuant to the provisions of Alaska Statutes 10.55.405, excluding those stated in AS 10.55.110, a foreign (non-Alaskan) limited partnership may convert (change from one type of entity to a different type of entity) to any entity, which continues to conduct business in Alaska, by submitting the following statement:

ITEM 1: Name of the converting (changing from) entity: _____ Alaska Entity # (if applicable): _____

State of Domicile (changing from): _____ Type of Entity (changing from): **Limited Partnership**

ITEM 2: Name of the converted (changing to) entity which continues to conduct business in Alaska after the conversion. NOTE: *If* the converted entity is a domestic (Alaska) entity, or a foreign (non-Alaska) entity which *must* qualify in the state of Alaska (obtain an Alaska Entity Number) *then* the converted entity name *must* be in accordance with AS 10.06-10.50 and AS 32.11, and match the name on the creation/registration filing.

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

Statement of Conversion: Foreign Limited Partnership Converting to any Domestic Entity

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 converting (changing from) entity is a foreign (non-Alaskan) limited partnership and the conversion has been approved by the foreign converting entity in accordance with the laws of its jurisdiction of organization.

ITEM 5: *If* the converting (changing from) foreign (non-Alaskan) limited partnership results in a domestic (Alaska) entity, which must qualify in the state of Alaska (obtain an Alaskan Entity Number) then the entity:

- Must attach the necessary creation filing to the Statement of Conversion and along with the appropriate additional filing fee
- And the name of the converted entity listed in Item # 2 on the Statement of Conversion must match the name of the entity on the creation filing.

NOTE – Registered Agent: *If* the converted (changing to) entity (listed in item #2 on the Statement of Conversion) is a domestic (Alaska) entity which must qualify in the state of Alaska (obtain an Alaska Entity Number) then the registered agent for the converted entity is the same agent currently on record for the converting (changing from) foreign (non-Alaskan) limited partnership (listed in Item #1 on the Statement of Conversion). 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.

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

If the Statement of Conversion results in the change of an official, officer, director, shareholder, member, manager and/or percent owned then the converted (changing to) entity (listed in Item #2 on the Statement of Conversion) must file a notification of changing officials with this division in the manner and time prescribed. The notification of officials changing maybe filed in conjunction with the Statement of Conversion.

SUBMITTAL: Please submit forms and payment together.

- See Item # 5 for additional forms and fees which may be required.
- If necessary a notification of change of officials may be filed in conjunction with this Statement of Conversion.
- Mail the Statement of Conversion (form 08-584) and the \$25.00 non-refundable filing fee in U.S. dollars to:
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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.

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Contact Information Sheet



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FOR DIVISION USE ONLY

State of Alaska
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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>