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 (Alaska) Entity Converting to A Foreign (non-Alaska) Limited Partnership

which will continue to conduct business in Alaska as
a qualified (on record with the division) Foreign Limited Partnership
Under AS 32.11.420 and the Alaska Entity Transaction Act AS 10.55.401-10.55.406 and AS 32.11.420

☐ **$175.00 Filing Fee**
$ 25.00 Statement of Conversion Filing Fee (non-refundable)
$150.00 Certificate of Registration Filing Fee (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 partnership (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska.

If the converted foreign limited partnership 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: 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 foreign (non-Alaskan) limited partnership 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 Partnership and the applicable $150.00 fee (which are already included in the above stated filing fees).

ITEM 1: Provide the name of the converting (changing from) domestic (Alaskan) entity, the Alaska Entity # (if applicable), and type of entity (changing from).

ITEM 2: Name of the converted (changing to) foreign (non-Alaskan) limited partnership (which will continue to conduct business in Alaska after the conversion) and jurisdiction.

- A foreign limited partnership may register with the department under any name, whether or not it is the name under which it is registered in its state of organization.
- The name of the foreign limited partnership must contain without abbreviation the words "limited partnership" and that could be registered by a domestic limited partnership.
- A limited partnership 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 partnership 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-Alaska) limited partnership, which will continue to conduct business in Alaska after the conversion, ***must*** complete the Certificate of Registration of Foreign Limited Partnership 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.

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.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Conversion (form 08-582) 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.

IMPORTANT:

> ***This form is to be used only if the foreign (non-Alaskan) limited partnership (listed in Item # 2 on the Statement of Conversion) will continue to be doing business in Alaska.*** *If the converted foreign limited partnership 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 08-582)

ITEM 1:
Provide the name of the foreign (non-Alaskan) limited partnership:

- A foreign limited partnership may register with the department under any name, whether or not it is the name under which it is registered in its state of organization.
- The name of the foreign limited partnership must contain without abbreviation the words “limited partnership” and that could be registered by a domestic limited partnership.
- A limited partnership 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 partnership in Item #1 on the Certificate of Registration must match the name in Item # 2 on the Statement of Conversion portion of this filing.

The limited partnership 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 partnership 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:
The name the limited partnership 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: Indicate the state of domicile, or “home state”, and the date of formation in the state of domicile (mm/dd/yyyy format).

ITEM 4: **Registered Agent**
Per Alaska Statues a corporation shall (must) continuously (without interruption) maintain in this state (Alaska only) a registered agent and a registered office. Choose only *one* option.

If the converting (changing from) entity listed in Item #1 on the Statement of Conversion *does* have an Alaska Entity Number *then* the registered agent must be the agent currently on record for the converting entity. 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.

-OR-

If the converting (changing from) entity listed in Item #1 on the Statement of Conversion does *not* have an Alaska Entity Number *then* the registered agent for the foreign limited partnership *must* be provided.

- The registered agent of this foreign (non-Alaskan) limited partnership 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 partnership 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 5: This statement is required by statute. The commissioner is appointed the agent of the foreign limited partnership for service of process if an agent has not been appointed, or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence.

ITEM 6: Provide the principal office address of the partnership in the state of domicile (wherever located).

ITEM 7: Provide the name and address of each general partner.

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.

ITEM 8: Provide the address of the administrative office of the partnership where a list is kept of the names and addresses of the limited partners and their capital contributions.

SIGNATURES:
Per AS 10.55.405(d) the Certificate of Registration filed with the Statement of Conversion (form 08-582) 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.

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STATEMENT OF CONVERSION

Specifically for

A Domestic (Alaskan) Entity Converting to A Foreign (non-Alaskan) Limited Partnership

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

☐ **$175.00 Filing Fee (non-refundable)**

- **$ 25 Statement of Conversion filing fee (non-refundable)** ($25 Corp Fee)
- **$150 Certificate of Registration of Foreign LP filing fee (non-refundable)** ($150 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 partnership, which will continue to conduct business in Alaska, by submitting the following statement:

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

	Alaska Entity # (mandatory):

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

ITEM 2: Name of the converted (changing to) foreign (non-Alaskan) limited partnership (which will continue to conduct business in Alaska after the conversion) must contain without abbreviation the words "limited partnership", and jurisdiction. (Note: the name of the limited partnership in Item #2 on the Statement of Conversion must match the name in Item # 1 on the Certificate of Registration attached to this filing.):

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

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-Alaska) limited partnership, which will continue to conduct business in Alaska after the conversion, *must* complete the Certificate of Registration of Foreign Limited Partnership 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.

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.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Conversion (form 08-582) 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.

IMPORTANT:

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

CERTIFICATE OF REGISTRATION

Specifically for

Foreign (non-Alaskan) Limited Partnership with Statement of Conversion

which will continue to conduct business in Alaska as
a qualified (on record with the division) Foreign Limited Partnership
Under AS 32.11.420 and the Alaska Entity 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 32.11.420, the undersigned foreign (non-Alaskan) limited partnership applies for a Certificate of Registration and, for that purpose, submits the following:

ITEM 1: The legal name of the foreign limited partnership must contain without abbreviation the words "limited partnership", and jurisdiction. (Note: the name of the limited partnership in Item #1 on the Certificate of Registration must match the name in Item # 2 on the Statement of Conversion portion of this filing.):

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

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

ITEM 3: The state of domicile, or "home state", and the date of formation in the state of domicile:

State of domicile:	Date of Formation: ___/___/_____ (mm/dd/yyyy)

ITEM 4: Registered agent information. Choose only *one* option:

☐ *If* the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) *does* have an Alaska Entity Number *then* the registered agent on record for the converting entity will be the same registered agent for the foreign limited partnership (listed in Item # 1 on the Certificate of Registration). 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.

-OR-

☐ *If* the converting (changing from) entity (listed in Item #1 on the Statement of Conversion) does *not* have an Alaska Entity Number *then* the registered agent for the foreign limited partnership *must* be provided in the box below.

Registered agent name and address (*must* include a physical and mailing address *in Alaska*):

Name:

Physical address in Alaska:		
City:	State: **ALASKA**	Zip Code:

Mailing address in Alaska:		
City:	State: **ALASKA**	Zip Code:

ITEM 5: The commissioner is appointed the agent of the partnership for service of process in the event that the foreign limited partnership fails to appoint or maintain a registered agent.

ITEM 6: Principal office address of the company in the state or country of domicile (wherever located):

Name		
Physical address:		
City:	State:	Zip Code:

Mailing address:		
City:	State:	Zip Code:

ITEM 7: The names and addresses of each general partner:

Name	Mailing address	City	State	ZIP code

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.

ITEM 8: Address of the administrative office of the partnership where a list is kept of the names and addresses of the limited partners and their capital contributions:

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

Mailing address:		
City:	State:	Zip Code:

SIGNATURES:
Per AS 10.55.405(d) the Certificate of Registration filed with the Statement of Conversion (form 08-582) 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.

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Website: http://commerce.alaska.gov/cbpl/corp

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 #:

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.