



Business Services Division
Tre Hargett, Secretary of State
 State of Tennessee

INSTRUCTIONS

Filing Fee: \$100.00

ARTICLES OF ENTITY CONVERSION
(Foreign Unincorporated Entity to a Domestic Nonprofit Corporation)

Articles of entity conversion may be filed using one of the following methods:

- **Paper submission:** A blank articles of entity conversion form may be obtained by going to <http://www.tn.gov/sos/forms/ss-9405.pdf>, by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling (615) 741-2286. Articles must be hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank articles of entity conversion form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

Articles of entity conversion must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

Please note that if the converting entity is on file with the Secretary of State, the converting entity must have a status of "active" in order to file articles of entity conversion. Furthermore, if the converting entity is currently due to file an annual report with the Secretary of State at the time of filing, it must file the annual report before the Division of Business Services can file the articles of entity conversion. **If the entity does not have a status of "active" and/or owes an annual report and submits articles of entity conversion without submitting the annual report, the articles of entity conversion will be rejected.**

Articles of entity conversion (foreign unincorporated entity to a domestic nonprofit corporation) set forth the items required under T.C.A. § 48-61-112(c).

ARTICLES OF ENTITY CONVERSION
(Foreign Unincorporated Entity to a Domestic Nonprofit Corporation)

1. **Name of unincorporated entity immediately before the filing of the articles of entity conversion** – Enter the name of the business entity immediately prior to converting to a Tennessee nonprofit corporation.

Name to which the unincorporated entity is to be changed – Enter the new name of the business entity upon filing the articles of entity conversion. The new name must satisfy the requirements for a Tennessee nonprofit corporation as described in T.C.A. § 48-54-101.

If the new name contains the word “bank”, “banks”, “banking”, “credit union” or “trust”, written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services.

If the new name contains the phrase “insurance company”, written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services.

2. ***Jurisdiction under the laws of which the unincorporated entity was organized immediately before the filing of the articles of entity conversion*** – Enter the name of the U.S. state or foreign country under whose laws the business was organized.

Date on which the unincorporated entity was organized in that jurisdiction – Enter the month, day and year of the business’s formation in that state or country.

3. ***The conversion of the unincorporated entity was duly approved in the manner required by its organic law*** – By signing the articles of entity conversion the signer acknowledges this statement to be true.
4. ***Attached is the charter, except that provisions that would not be required to be included in a restated charter of a domestic business corporation may be omitted*** – Articles of entity conversion must be accompanied by the charter of the new Tennessee nonprofit corporation. A nonprofit corporation charter form may be obtained at <http://www.tn.gov/sos/forms/ss-4418.pdf>.
5. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is*** – If the conversion is to take place upon a future date, enter the future date and time. In no event can the future date be more than ninety calendar days from the filing of the articles of entity conversion. If no time is provided with the delayed effective date, the delayed effective time will be 4:30 P.M. Central Time.

SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the document will result in the document being rejected.**
- Type or Print Name. **Failure to type or print the signature name will result in the document being rejected.**
- Type or Print Signer’s Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer’s capacity will result in the document being rejected.**

FILING FEE

- The filing fee for articles of entity conversion (foreign unincorporated entity to a domestic nonprofit corporation) is \$100.

Please note that the filing fee (\$100) for the accompanying nonprofit corporation charter must be tendered along with the filing fee (\$100) for the articles of entity conversion for a total fee of \$200. Failure to tender the filing fee for each submitted document will result in all documents being rejected.

- Make check, cashier’s check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier’s checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of the document.**

ARTICLES OF ENTITY CONVERSION

(Foreign Unincorporated Entity to a Domestic Nonprofit Corporation) (SS-9405)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

312 Rosa L. Parks Ave., 6th Fl.
Nashville, TN 37243
(615) 741-2286

Filing Fee: \$100.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 48-61-112(c) of the Tennessee Nonprofit Corporation Act, the undersigned hereby submits these articles of entity conversion:

1. Name of unincorporated entity immediately before the filing of the articles of entity conversion:

Name to which the unincorporated entity is to be changed (must satisfy requirements of T.C.A. § 48-54-101):

2. Jurisdiction under the laws of which the unincorporated entity was organized immediately before the filing of the articles of entity conversion: _____

Date on which the unincorporated entity was organized in that jurisdiction: / /
Month Day Year

3. The conversion of the unincorporated entity was duly approved in the manner required by its organic law.

4. Attached is the charter, except that provisions that would not be required to be included in a restated charter of a domestic nonprofit corporation may be omitted.

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: / / Time: _____
Month Day Year

Signature Date

Signature

Signer's Capacity

Name (printed or typed)

***Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.**

Submitter Information: Name: _____ Phone #: (____) _____