



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

INSTRUCTIONS

ARTICLES OF FOR-PROFIT CONVERSION

Filing Fee: \$100.00

Articles of for-profit conversion may be filed using one of the following methods:

- **Paper submission:** A blank articles of for-profit conversion may be obtained by going to <http://www.tn.gov/sos/forms/ss-9409.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 for-profit 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 for-profit conversion must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

Please note that the converting corporation must have a status of "active" in order to file articles of for-profit conversion. Furthermore, if the converting corporation 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 for-profit conversion. **If the corporation does not have a status of "active" and/or owes an annual report and submits articles of for-profit conversion without submitting the annual report, the articles of for-profit conversion will be rejected.**

Articles of for-profit conversion set forth the items required under T.C.A. § 48-61-118.

ARTICLES OF FOR-PROFIT CONVERSION

1. **Name of corporation immediately before the filing of the articles of for-profit conversion** – Enter the name of the nonprofit corporation that is converting to a for-profit corporation.

Secretary of State Control Number – Enter the Secretary of State control number of the nonprofit corporation. To determine the corporation's control number, search for the corporation's details online using the Division of Business Services Business Information Search function (<http://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>).

Name of corporation after conversion – Enter the name of the for-profit corporation after conversion. The name must satisfy the provisions of T.C.A. § 48-14-101. If the corporation's name satisfied the provisions of T.C.A. § 48-14-101 prior to conversion, the name does not have to be changed in order for the nonprofit corporation to convert to a for-profit corporation.

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. ***The plan of for-profit conversion was duly approved by the members, if any, in the manner required by this chapter and the charter*** - By signing the articles of for-profit conversion, the signer acknowledges the statement to be true.
3. ***If the converting entity is a public benefit nonprofit corporation*** – Mark the appropriate statement that is required if the nonprofit entity that is converting is a public benefit nonprofit corporation.
4. ***Attached is the charter, except that provisions that would not be required to be included in a charter of a domestic for-profit corporation may be omitted*** – Articles of for-profit conversion must be accompanied by the charter of the new Tennessee for-profit corporation. A for-profit corporation charter form may be obtained at <http://www.tn.gov/sos/forms/ss-4417.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. 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 for-profit conversion is \$100.00.

Please note that the filing fee (\$100) for the accompanying for-profit corporation charter must be tendered along with the filing fee for the articles of for-profit conversion. Failure to tender the 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 other payee than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**

ARTICLES OF FOR-PROFIT CONVERSION (SS-9409)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286
Filing Fee: \$100.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 48-61-118 of the Tennessee Nonprofit Corporation Act, the undersigned hereby submits these articles of for-profit conversion:

1. Name of the corporation immediately before the filing of the articles of for-profit conversion:

Secretary of State Control Number: _____

Name of corporation after conversion (must satisfy requirements of T.C.A. § 48-14-101):

2. The plan of for-profit conversion was duly approved by the shareholders in the manner required by title 48, chapter 61, and the charter.

3. If the converting entity is a public benefit nonprofit corporation, check one of the following statements:

- The corporation received a written statement of no enforcement intent with respect to the plan from the attorney general and reporter.
- The plan of entity conversion was approved by order of a court of record of this state.

4. Attached is the charter, except that provisions that would not be required to be included in a charter of a domestic for-profit 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: A public benefit nonprofit corporation is required to provide forty-five (45) days prior written notice to the Tennessee Attorney General and Reporter before filing this form pursuant to T.C.A. § 48-61-123.

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

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