



State of Hawaii
Department of Commerce and Consumer Affairs
Business Registration Division
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Nonrefundable Filing Fee:
Profit: \$100.00
Nonprofit: \$50.00

ARTICLES OF CONVERSION

(Sections 414-272, 415A-16.6, 414D-208.1, 425-193, 425E-1103, 428-902.6, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK.

The undersigned, submitting these Articles of Conversion, certifies as follows:

1. The converting (original) entity is a/an (select one):

- ☐ Profit Corporation ☐ Nonprofit Corporation ☐ General Partnership ☐ Limited Partnership
- ☐ Limited Liability Partnership* ☐ Limited Liability Limited Partnership ☐ Limited Liability Company
- *(For a domestic LLP, General Partnership must also be selected.) ☐ Professional Corporation

2. The name of the converting entity is:

and its jurisdiction of incorporation/formation/organization/qualification is:

(State, Province, or Country)

3. The converted (new) entity is a/an (select one):

- ☐ Profit Corporation ☐ Nonprofit Corporation ☐ General Partnership ☐ Limited Partnership
- ☐ Limited Liability Partnership* ☐ Limited Liability Limited Partnership ☐ Limited Liability Company
- *(For a domestic LLP, General Partnership must also be selected) ☐ Professional Corporation

4. The name of the converted entity is:

and its jurisdiction of incorporation/formation/organization/qualification is:

(State, Province, or Country)

5. The Plan of Conversion has been approved in accordance with Section 414-271, 415A-16.5, 414D-202, 425-192, 425E-1102, or 428-902.5, as applicable.

6.	<p>An executed Plan of Conversion is on file at the principal place of business of the converting entity whose address is:</p> <p>Country <input style="width: 100%;" type="text"/></p> <p>Address (Number and Street) <input style="width: 100%;" type="text"/></p> <p>Address Line 2 (optional) <input style="width: 100%;" type="text"/></p> <p>City <input style="width: 33%;" type="text"/> State <input style="width: 33%;" type="text"/> Zip Code <input style="width: 33%;" type="text"/></p>																					
7.	<p>A copy of the Plan of Conversion shall be furnished by the converting entity prior to the conversion or by the converted entity after the conversion on written request and without cost, to any shareholder, partner, member, or owner of the converting entity or the converted entity.</p>																					
8.	<p>The Plan of Conversion was approved by the converting entity as follows: (Select one of the following (a. through d.) and complete, as applicable.)</p> <p>a. <input type="checkbox"/> By vote of the shareholders of the converting domestic profit/professional corporation:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <thead> <tr> <th style="width: 25%;">Total Number of Shares Outstanding</th> <th style="width: 25%;">Class/Series</th> <th style="width: 25%;">Number of Shares Voting for the Conversion</th> <th style="width: 25%;">Number of Shares Voting Against the Conversion</th> </tr> </thead> <tbody> <tr> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> </tr> <tr> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> </tr> </tbody> </table> <p>b. <input type="checkbox"/> By vote of the converting domestic limited liability company:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <thead> <tr> <th style="width: 33%;">Total Number of Authorized Votes</th> <th style="width: 33%;">Number of Votes for the Conversion</th> <th style="width: 33%;">Number of Votes Against the Conversion</th> </tr> </thead> <tbody> <tr> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> </tr> <tr> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> <td><input style="width: 100%;" type="text"/></td> </tr> </tbody> </table> <p>c. <input type="checkbox"/> The converting entity was a foreign profit corporation, a foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or foreign nonprofit corporation, a domestic or foreign general partnership, or a domestic or foreign limited liability partnership. The approval of the Plan of Conversion was duly authorized and complied with the laws under which the converting entity was incorporated, formed, organized, or qualified.</p> <p>d. <input type="checkbox"/> The converting entity was a domestic limited partnership or a domestic limited liability limited partnership and that a majority of the general partners have agreed to the conversion.</p>	Total Number of Shares Outstanding	Class/Series	Number of Shares Voting for the Conversion	Number of Shares Voting Against the Conversion	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	Total Number of Authorized Votes	Number of Votes for the Conversion	Number of Votes Against the Conversion	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>
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9. The conversion is effective on the date and time of filing the Articles of Conversion or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

The conversion is (select one):

☐ **Effective as of the date and time of the filing the Articles of Conversion.**

☐ **Effective on** Date (MM/DD/YYYY) , **at** Time (HH:MM) , a.m./p.m. , **Hawaiian Standard Time, which is no later than 30 days after the filing of the Articles of Conversion.**

I/We, the undersigned certify under the penalties of Section 414-20, 415A-25, 414D-12, 425-13, 425-172, 425E-208, and 428-1302, Hawaii Revised Statutes, as applicable, that I/we have read the above statements, that I/we am/are authorized to make this change, and that the statements are true and correct to the best of my/our knowledge and belief.

Signed this day of ,

Type/Print Entity Name

Type/Print name and office title, capacity in which person signs.

Signature

Type/Print Entity Name

Type/Print name and office title, capacity in which person signs.

Signature

The articles must be signed and certified by an officer, partner, or other duly authorized representative of the converting entity. See instructions on next page.

INSTRUCTIONS FOR PREPARING AND FILING ARTICLES OF CONVERSION

Section [414-272](#), [415A-16.6](#), [414D-208.1](#), [425-193](#), [425E-1103](#), [428-902.6](#), Hawaii Revised Statutes (HRS)

Articles must be typewritten or printed in **black ink** and must be **legible**. Attachments may be used, if necessary, and must be typed or printed in **black ink** on 8.5" x 11" white bond paper, single-sided. The articles must be signed by an officer, partner, or other duly authorized representative of the converting entity. All signatures must be in **black ink**. Submit articles together with the appropriate fee(s).

- Item 1. Indicate the entity type of the converting (original) entity.
- If the converting entity is a domestic limited liability partnership, the box for General Partnership must also be checked.
- A domestic or foreign nonprofit corporation may only convert to a domestic or foreign nonprofit corporation.
- Item 2. State the name of the converting entity and its jurisdiction (state, province, or country) of formation, incorporation, or organization.
- Item 3. Indicate the entity type of the converted (new) entity. If the converted entity is a domestic limited liability partnership, the box for General Partnership must also be checked.
- Item 4. State the name of the converted (new) entity and its jurisdiction (state, province, or country) of formation, incorporation, or organization.
- Item 5. (Prefilled, required statement.) The Plan of Conversion has been approved in accordance with Section [414-271](#), [415A-16.5](#), [414D-207.1](#), [425-192](#), [425E-1102](#), or [428-902.5](#), HRS, as applicable.
- Item 6. State the address of the principal place of business of the converting entity at which an executed Plan of Conversion is on file.
- Item 7. (Prefilled, required statement and action.) A copy of the Plan of Conversion shall be furnished by the converting entity prior to the conversion or by the converted entity after the conversion on written request and without cost, to any shareholder, partner, member, or owner of the converting entity or the converted entity.
- Item 8. Indicate the manner in which the Plan of Conversion was approved by the converting entity by selecting from option a. through d.
- Complete a. if the converting entity was a domestic profit or professional corporation.
- Complete b. if the converting entity was a domestic limited liability company.
- Check the box for c. if the converting entity was a foreign profit corporation, foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or foreign nonprofit corporation, a domestic or foreign general partnership, or a domestic or foreign limited liability partnership.
- Check the box for d. if the converting entity was a domestic limited partnership or a domestic limited liability limited partnership.
- Item 9. The conversion is effective as of the date and time of the filing of the Articles of Conversion, or at a subsequent date and time, no more than 30 days after the filing, if so stated.
- Indicate whether the conversion is effective as of the date and time of the filing of the Articles of Conversion, or if the conversion is effective at a subsequent date and time. If the conversion is effective at a subsequent date and time, state the date (MM/DD/YYYY) and time (HH:MM, a.m. or p.m.). The date cannot be prior to the filing of the Articles of Conversion and cannot be more than thirty (30) days after the filing of the Articles of Conversion. If a delayed effective date is stated with no time is specified, the record is effective at the close of business on that date. The date and time shall be in Hawaiian Standard Time (HST).

Continued on next page.

Notes (Domestic entities):

If the converted entity is a **domestic corporation***, the Articles of Incorporation of the domestic corporation must be filed together with the Articles of Conversion.

*(Section 414-32, 414D-32, 415A-14.6, 419-2, 420D-3, 421-4 and 421C-11.5, Hawaii Revised Statutes)

If the converted entity is a **domestic general partnership**, the Registration Statement for Partnership of the domestic general partnership must be filed together with the Articles of Conversion.

If the converted entity is a **domestic limited partnership** or a **domestic limited liability limited partnership**, the Certificate of Limited Partnership of the domestic limited partnership must be filed together with the Articles of Conversion.

If the converted entity is a **domestic limited liability company**, the Articles of Organization of the domestic limited liability company must be filed together with the Articles of Conversion.

If the converted entity is a **domestic limited liability partnership**, the Registration Statement for Partnership of the domestic general partnership and the Statement of Qualification of the domestic limited liability partnership must be filed together with the Articles of Conversion.

Notes (Foreign converted entities):

If the converted entity is a foreign profit or nonprofit corporation, foreign limited liability company, foreign general partnership, foreign limited partnership, foreign limited liability partnership, or foreign limited liability limited partnership, such converted entity shall appoint a resident of this State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members, shareholders or partners of the converting entity. See APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND AGREEMENT TO PAY DISSENTING MEMBER, SHAREHOLDER OR PARTNER on next page.

If the converted entity is a foreign entity and will transact business in this State, the appropriate qualification documents must be filed.

Filing Fees:

The fee for filing the Articles of Conversion is **\$100.00*** and is not refundable.

*If the converted (new) entity is nonprofit, the fee for filing the Articles of Conversion is **\$50.00** and is not refundable.

Payments made by cash, check, or credit card (VISA, MasterCard, Discover, Diners Club, or JCB) are accepted. Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS.

Dishonored check fee is \$25.00.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION [92F-11](#), HRS)

(For use by a Foreign converted entity only.)

**APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND AGREEMENT
TO PAY DISSENTING MEMBER, SHAREHOLDER OR PARTNER**

Pursuant to Section 414-274 (8), 415A-16.8 (8), 425-195 (8), 425E-1105 (8) & 428-903 (8) Hawaii Revised Statutes, the undersigned, certify as follows:

1. This document is submitted in conjunction with the Articles of Conversion duly executed on _____, concerning a conversion hereinafter set forth.

2. The name and state of formation of the converting entity is:

(Type/Print Entity Name)

(State, Province or Country)

3. The name and state of formation of the converted foreign entity is:

(Type/Print Entity Name)

(State, Province or Country)

4. This foreign entity, as the converted entity of the aforementioned conversion, agrees that it may be served with process in this State in any action or proceeding for the enforcement of any liability or obligation of the converting entity and irrevocably appoints the following as its agent to accept service of process in any such proceeding.

(Type/Print Name of Agent)

(Type/Print Complete Address of Agent)

5. This foreign entity, as the converted entity of the aforementioned conversion, further agrees to the enforcement of the right of any dissenting shareholder, partner, member, or other owner to receive payment for their interest against the converted entity.

I certify, under the penalties of Chapter 414-20, 415A-25, 425-13, 425-172, 425E-208 & 428-1302, Hawaii Revised Statutes, as applicable, that I have read the above statements, I am authorized to sign this document, and that the above statements are true and correct to best of my knowledge and belief.

Dated this _____ day of _____, _____.

Converted Foreign Entity: _____
(Type/Print Entity Name)

(Type/Print Name & Title)

(Signature)