



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form to convert an “Other Business Entity” into a “Florida Limited Liability Company” pursuant to section 608.439, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Pursuant to s. 608.439(1), F.S., “the term ‘other business entity’ or ‘another business entity’ means a common law or business trust or association; a real estate investment trust; a general partnership, including a limited liability partnership; a limited partnership, including a limited liability limited partnership; or any other domestic or foreign entity that is organized under a governing law or other applicable law, provided such term shall not include a domestic limited liability company.”

**Filing Fees:** **\$150.00 (\$25 for Certificate of Conversion and \$125 for Articles of Organization)**

**Certified Copy (optional):** **\$30.00**

**Certificate of Status (optional):** **\$5.00**

**Send one check in the total amount payable to the Florida Department of State.**

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

For further information, you may contact the Registration Section at (850) 245-6051.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** \_\_\_\_\_  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

\_\_\_\_\_  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City, State and Zip Code)

\_\_\_\_\_  
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

\$155.00 Filing Fees  
and Certificate of  
Status

\$180.00 Filing Fees  
and Certified Copy

\$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**“Other Business Entity”**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **“Other Business Entity” into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is:

\_\_\_\_\_  
(Enter Name of Other Business Entity)

2. The “Other Business Entity” is a \_\_\_\_\_.  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of \_\_\_\_\_  
(Enter state, or if a non-U.S. entity, the name of the country)

on \_\_\_\_\_.  
(Enter date “Other Business Entity” was first organized, formed or incorporated)

3. If the jurisdiction of the “Other Business Entity” was changed, the state or country under the laws of which it is now organized, formed or incorporated:

\_\_\_\_\_.

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

\_\_\_\_\_  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:\_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The “Other Business Entity” currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

**Signature of Member or Authorized Representative of Limited Liability Company:**

**Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.**

Signature of Member or Authorized Representative: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]**

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of **ALL** General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached are the forms and instructions to form a Florida Limited Liability Company pursuant to Chapter 608, Florida Statutes. All information included in the Articles of Organization must be in English and must be typewritten or printed legibly. If this requirement is not met, the document will be returned for correction(s). The Division of Corporations suggests using the sample articles merely as a guideline. Pursuant to s. 608.407, Florida Statutes, additional information may be contained in the Articles of Organization.

The name of a limited liability company must be distinguishable on the records of the Florida Department of State.

A preliminary search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org). Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your name selection.

**NOTE:** This form for filing Articles of Organization is basic. Each limited liability company is a separate entity and as such has specific goals, needs, and requirements. Additionally, the tax consequences arising from the structure of a limited liability company can be significant. The Division of Corporations recommends that all documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice. The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

Pursuant to s. 608.407, Florida Statutes, the Articles of Organization must set forth the following:

**ARTICLE I:**

The name of the limited liability company, which **must** end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." (The word "limited" may be abbreviated as "Ltd." and the word "company" may be abbreviated as "Co.")

**ARTICLE II:**

The mailing address and the street address of the principal office of the limited liability company.

**ARTICLE III:**

The name and Florida street address of the limited liability company's registered agent. The registered agent must sign and state that he/she is familiar with and accepts the obligations of the position.

**ARTICLE IV:** The name and address of each Manager or Managing member. Insert "MGR" for each Manager. Insert "MGRM" for each Managing Member. **IMPORTANT: Most financial institutions require this information to be recorded with the Florida Department of State.**

**ARTICLE V: The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.**

Articles of Organization must be executed by at least one member or authorized representative of a member, and execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

**Important Information About the Requirement to File an Annual Report**

All Florida Limited Liability Companies must file an Annual Report yearly to maintain “active” status. The first report is due in the year following formation. The report must be filed electronically online between January 1<sup>st</sup> and May 1<sup>st</sup>. The fee for the annual report is \$138.75. After May 1<sup>st</sup> a \$400 late fee is added to the annual report filing fee. “Annual Report Reminder Notices” are sent to the e-mail address you provide us when you submit this document for filing. To file any time after January 1<sup>st</sup>, go to our website at [www.sunbiz.org](http://www.sunbiz.org). There is no provision to waive the late fee. Be sure to file before May 1<sup>st</sup>.

Any further inquiries concerning this matter should be directed to the Registration Section by calling (850) 245-6051.

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

\_\_\_\_\_  
(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

**Mailing Address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Florida street address (P.O. Box **NOT** acceptable)

\_\_\_\_\_  
FL  
City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

**(CONTINUED)**

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_.  
(OPTIONAL)

**(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)**

**REQUIRED SIGNATURE:**

\_\_\_\_\_  
**Signature of a member or an authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

\_\_\_\_\_  
Typed or printed name of signee