



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form to convert an “Other Business Entity” into a “Florida Profit Corporation” pursuant to section 607.1115, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Pursuant to s. 607.1115(1), F.S., “the term ‘other business entity’ means a limited liability company; 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 corporation and shall not include any entity that has not been organized for profit.”

**Filing Fees:** **\$105.00** (**\$35 Conversion Fee and \$70 for Florida Profit Articles of Incorporation**)

**Certified Copy (optional):** **\$8.75**

**Certificate of Status (optional):** **\$8.75**

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 Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, 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 notification)

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:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 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 Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **“Other Business Entity” into a Florida Profit Corporation** in accordance with s. 607.1115, 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: limited liability company, 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 Profit Corporation as set forth in the **attached Articles of Incorporation:**

\_\_\_\_\_.  
Enter Name of Florida Profit Corporation

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 Incorporation, if an effective date is listed therein.)**

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

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: \_\_\_\_\_

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

**Required Signature(s) on behalf of Other Business Entity:** [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 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.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$ 8.75 (Optional)
- Certificate of Status: \$ 8.75 (Optional)



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

## INSTRUCTIONS FOR A PROFIT CORPORATION

The following are instructions, a cover letter and sample articles of incorporation pursuant to Chapter 607 and 621 Florida Statutes (F.S.).

**NOTE: THIS IS A BASIC FORM MEETING MINIMAL REQUIREMENTS FOR FILING ARTICLES OF INCORPORATION.**

The Division of Corporations strongly recommends that corporate 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.

This office does not provide you with corporate seals, minute books, or stock certificates. It is the responsibility of the corporation to secure these items once the corporation has been filed with this office.

Questions concerning S Corporations should be directed to the Internal Revenue Service by telephoning 1-800-829-1040. This is an IRS designation, which is not determined by this office.

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 corporate name selection.

Pursuant to Chapter 607 or 621 F.S., the articles of incorporation **must** set forth the following:

Article I: The name of the corporation **must** include a corporate suffix such as Corporation, Corp., Incorporated, Inc., Company, or Co.

A Professional Association **must** contain the word "chartered" or "professional association" or "P.A."

Article II: The principal place of business and mailing address of the corporation.

Article III: **Specific Purpose for a "Professional Corporation"**

- Article IV: The number of shares of stock that this corporation is authorized to have **must** be stated.
- Article V: The names, address and titles of the Directors/Officers (**optional**). The names of officers/directors may be required to apply for a license, open a bank account, etc.
- Article VI: The name and **Florida Street address** (P.O. Box **NOT** acceptable) of the initial Registered Agent. The Registered Agent **must** sign in the space provided and type or print his/her name accepting the Designation as registered agent.
- Article VII: The name and address of the Incorporator. The Incorporator **must** sign in the space provided and type or print his/her name below signature.

**An Effective Date:** **Add a separate article if applicable or necessary:** An effective date may be added to the Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than five (5) business days prior to the date of receipt or ninety (90) days after the date of filing).

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The fee for filing a profit corporation is:

- |                                  |   |
|----------------------------------|---|
| Filing Fee                       | \$35.00   |
| Designation of Registered Agent  | \$35.00   |
| Certified Copy (optional)        | \$ 8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50). |
| Certificate of Status (optional) | \$ 8.75   |
- (Make checks payable to Florida Department of State)

Mailing Address:  
 Department of State  
 Division of Corporations  
 P.O. Box 6327  
 Tallahassee, FL 32314  
 (850) 245-6052

Street Address:  
 Department of State  
 Division of Corporations  
 Clifton Building  
 2661 Executive Center Circle  
 Tallahassee, FL 32301  
 (850) 245-6052

**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I    NAME**

The name of the corporation shall be:

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailing address is:

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

**ARTICLE IV    SHARES**

The number of shares of stock is:

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

**ARTICLE VI    REGISTERED AGENT**

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

**ARTICLE VII    INCORPORATOR**

The name and address of the Incorporator is:

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Signature/Registered Agent

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature/Incorporator

\_\_\_\_\_  
Date