



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are the forms to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership pursuant to section 620.2104, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Pursuant to s. 620.2102(1), F.S., an organization other than a domestic limited partnership may convert to a Florida limited partnership.

Filing Fees: **\$52.50 Certificate of Conversion**
 \$1,000 Florida Certificate of Limited Partnership
 (includes \$965 filing fee and \$35 registered agent
 designation fee)

Certified Copy (optional): \$52.50

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.

IMPORTANT NOTICE: If the conversion involves a limited liability company, pursuant to 605.0212 (10), F.S. each party to the conversion must be active and current through December 31st of the calendar year the conversion is being submitted to the Department of State for filing.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, 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:

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

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees \$1,061.25 Filing Fees \$1,105.00 Filing Fees \$1,113.75 Filing Fees,
(\$52.50 for Conversion and Certificate of and Certified Copy Certified Copy, and
and \$1,000 – Certificate) Status 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 Organization”
Into

Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following **“Other Business Entity” into a Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, 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 liability company, sole proprietorship, 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. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership:**

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization’s governing law.

5. If not effective on the date of filing, enter the effective date:_____
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the other business entity complies with such law(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 Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: 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.

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: 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. [See below for required signature(s).]

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 Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: (\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. _____.

(Name of Limited Partnership or Limited Liability Limited Partnership, *which must include suffix*)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

2. _____
Street address of initial designated office

3. _____
Name of Registered Agent for Service of Process

4. _____
Florida street address for Registered Agent

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Signature of Registered Agent

6. _____
Mailing address of initial designated office

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Signed this _____ day of _____, _____.

Signature of each general partner: 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.

_____	_____
_____	_____
_____	_____