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Instructions for Filing Application for Certificate of Conversion to a Non-Rhode Island Entity

[Section 7-1.2-1007](#), [7-6-48.3](#), [7-12.1-1145](#), [7-13.1-1145](#), and [7-16-5.2\(e\)](#) of the General Laws of Rhode Island,

*The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision.
This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.*

All filings are public records under RIGL [38-2-1](#), et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

How to complete the form:

Corporations and Limited Liability Companies: Before submitting this form, ensure your entity has filed its final tax return and is in good standing with the RI Division of Taxation. You can confirm your tax status by contacting the Division of Taxation at tax.collections@tax.ri.gov or (401) 574-8941.

Limited Partnerships: Obtain a Letter of Good Standing (LOGS) issued by the RI Division of Taxation for the purpose of cancellation or conversion to a non-Rhode Island entity. You may contact the Division of Taxation at tax.ri.gov or (401) 574-8941.

1. List the entity's ID number. The ID number can be found by looking up your entity in the [Corporate Database](#).
2. List the full name of the converting entity. Existing entity names can be verified through our [Corporate Database](#).
3. The converting entity was formed under the laws of the State of Rhode Island.
4. List the date of formation.
5. List the state or country to which the entity is converting.
6. Check the box to indicate to which structure the entity is converting.
7. List the name of the entity following the conversion.
8. The conversion has been approved in the manner provided for in RIGL § [7-1.2-1008](#), [7-12.1-1145](#), [7-13.1-1145](#), and [7-16-5.2\(e\)](#).
9. The converting entity revokes the authority of its registered/resident agent to accept service of process and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in RI during the time the entity was authorized to transact business in RI may subsequently be made on the entity by service on the RI Secretary of State, and the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.
10. List the address to which the Secretary of State may mail a copy of any process against the entity.
11. Check "Date received" unless you prefer that the Certificate go into effect at a later date than when it is received in this office. Any later date selected may not be more than 90 days in the future for business corporations and limited liability companies or 30 days in the future for

Non-Profit Corporations and limited liability companies must certify that the entity has confirmed with the RI Division of Taxation that all taxes have been paid. Verify your tax status by emailing tax.collections@tax.ri.gov.

12. Limited Partnerships must attach a Letter of Good Standing issued by the RI Division of Taxation.
13. **ALL** entities involved **MUST** sign and date the form.

****The Certificate of Conversion MUST be signed by one or more persons authorized to act on behalf of the 'other entity' or by one or more partners authorized to act on behalf of the general partnership or limited liability partnership or by one or more persons authorized to sign the Certificate of Conversion on behalf of the limited liability company, non-profit corporation, or business corporation.**

How to pay the filing fee:

The filing fee is payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will NOT result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#).
- Enter the name or ID number of your entity and click "Search."
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing."
- Identify the desired type of filing and click on "PDF" under "View PDF" to view and print the record.



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Instructions for Filing (continued)

Application for Certificate of Conversion to a Non-Rhode Island Entity

[Section 7-1.2-1007](#), [7-6-48.3](#), [7-12.1-1145](#), [7-13-8.2](#), and [7-16-5.2\(e\)](#) of the General Laws of Rhode Island, 1956,

How to complete the form (continued):

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will have filing requirements with the [Rhode Island Division of Taxation](#), even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our [website](#) for further information.

Your entity may also be required to report (and update, if necessary) information about the business and its beneficial owners to the U.S. Department of Treasury's Financial Crimes Enforcement Network (FinCEN). Visit [FinCEN.gov/boi](#) for more information.



Application for Certificate of Conversion to a Non-Rhode Island Entity

DOMESTIC Business Corporation, Limited Partnership or Limited Liability Company

STAMP

FOR SECRETARY OF STATE USE ONLY

- Filing Fee: \$50.00 (business corporations, limited partnerships, and limited liability companies)
- Filing Fee: \$25.00 (non-profit corporations)

Pursuant to the applicable provisions of RIGL [7-1.2-1008\(c\)](#), 7-6-48.3, [7-12.1-1145](#), [7-13.1-1145](#) and [7-16-5.2\(e\)](#), the undersigned submits the following Certificate of Conversion for the purpose of converting to a Non-Rhode Island entity:

1. Entity ID Number:	2. The full name of the converting entity is:
3. It is formed under the state of: <b style="text-align: center;">RHODE ISLAND	4. The date of formation is:
5. The jurisdiction to which the entity is converting:	
6. The structure of the converted entity will be: CHECK ONE BOX ONLY	
Business Corporation	Limited Liability Company
Non-Profit Corporation	Sole Proprietorship
Partnership (General, Limited or Limited Liability)	Other Entity
7. The name of the entity following the conversion is:	
8. This conversion has been approved in the manner provided for in RIGL 7-1.2-1008 , 7-6-48.3, 7-12.1-1143 , 7-13.1-1143 , and 7-16-5.2 .	
9. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.	
10. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:	

MAIL TO:
Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov



STAMP

FOR SECRETARY OF STATE USE ONLY

11. Date when this Certificate of Conversion will be effective: CHECK ONE BOX ONLY	
Date received (Upon filing)	
Later effective date _____	
12. Fees and taxes paid: The corporation or limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309 and RIGL § 7-16-8, the corporation or limited liability company has paid all fees and taxes. Note: Tax status can be verified by emailing tax.collections@tax.ri.gov. If the entity is a limited partnership, the original Letter of Good Standing issued by the RI Division of Taxation is attached hereto.	
13. <i>Under penalty of perjury, we declare and affirm that we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Converting Entity	
Type or Print Name of Person Signing	Title of Person Signing
Signature	Date
Type or Print Name of Person Signing	Title of Person of Signing
Signature	Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. All fields are REQUIRED.

Name:		Date:
Entity Name:		
Street Address:		
City:	State:	Zip Code:
Email Address:		Phone Number: