

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Name _____ Address _____ City _____ State _____ Zip Code _____ <input type="checkbox"/> Return document by email to: _____	<p style="text-align: center;">Statement of Conversion DSCB: 15-355 (rev. 1/3/2023)</p>
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Read all instructions prior to completing. This form may be submitted online at <https://file.dos.pa.gov>.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 355 (relating to Statement of conversion), the undersigned association, desiring to effect a conversion, hereby states that:

A. For the converting association:

1. The name of the converting association is: _____

2. The jurisdiction of formation of the converting association is: _____

3. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other _____ |

4. Date on which the association was created, incorporated, formed or otherwise came into existence:

(MM/DD/YYYY)

5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence:

(ex. Business Corporation Law of 1988, Limited Liability Company Law of 1994, etc.)

6. Check and complete one of the following addresses for the converting association.

<input type="checkbox"/>	<p>If the converting association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: _____ Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the converting association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street City State Zip County</p>
<input type="checkbox"/>	<p>If the converting association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:</p> <p>_____</p> <p>Number and street City State Zip</p>

B. For the converted association:

1. The name of the converted association is: _____
2. The jurisdiction of formation of the converted association is: _____
3. The type of association is (check only one):

- ☐ Business Corporation ☐ Limited Partnership ☐ Business Trust
☐ Nonprofit Corporation ☐ Limited Liability (General) Partnership ☐ Professional Association
☐ Limited Liability Company ☐ Limited Liability Limited Partnership ☐ Other _____

4. Check and complete one of the following addresses for the converted association.

<input type="checkbox"/>	<p>If the converted association is a domestic filing association, domestic limited liability partnership or registered foreign association, its registered office address. Complete part (a) <i>OR</i> (b) – not both:</p> <p>(a) _____ <div style="display: flex; justify-content: space-between; width: 100%;"> Number and street City State Zip County </div> </p> <p>(b) c/o: _____ <div style="display: flex; justify-content: space-between; width: 100%;"> Name of Commercial Registered Office Provider County </div> </p>
<input type="checkbox"/>	<p>If the converted association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <div style="display: flex; justify-content: space-between; width: 100%;"> Number and street City State Zip County </div>
<input type="checkbox"/>	<p>If the converted association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>_____</p> <div style="display: flex; justify-content: space-between; width: 100%;"> Number and street City State Zip </div>

C. **Effective date of statement of conversion** (check, and if appropriate complete, one of the following):

- ☐ This Statement of Conversion shall be effective upon filing in the Department of State.
- ☐ This Statement of Conversion shall be effective on: _____ at _____.

Date (MM/DD/YYYY)
Hour (if any)

D. **Approval of conversion by converting association** (check only one):

- ☐ For converting association that is a domestic entity – The plan of conversion was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter E (relating to conversion).
- ☐ For converting association that is a foreign association – The conversion was approved in accordance with the law of the jurisdiction of formation of the converting association.

E. **Attachments** (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned converting association has caused this Statement of Conversion to be signed by a duly authorized officer thereof this _____ day of _____, 20_____.

Name of Converting Association

Signature

Title

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of conversions for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for conversion; 15 Pa.C.S. §§ 351-356. The requirements for the Statement of Conversion are set forth in 15 Pa.C.S. § 355. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Conversion must be filed with the Pennsylvania Department of State where:

- (1) a domestic entity becomes a domestic entity of a different type or a domestic banking institution.
- (2) a domestic banking institution becomes a domestic association of a different type.
- (3) a domestic entity becomes a foreign association of a different type.
- (4) a foreign association becomes a domestic entity of a different type.

The converting or converted entity must be a Pennsylvania entity. If both entities are foreign, use Transfer of Foreign Registration form (DSCB 15-418). If converting and converted entity type is the same and the entity is changing its state of formation/organization, use DSCB 15-375 (Statement of Domestication). Conversion into an existing entity is not permissible.

Definitions

A **conversion** is a transaction in which an association changes to a different type of association. For example, a business corporation may convert to a limited liability company. A converted association is the same association as it was before the conversion; it is just of a different legal type. The term “conversion” does not include a transaction in which an association changes the jurisdiction in which it is organized but does not change to a different type of entity; that type of

transaction is referred to as a domestication. A conversion also does not include a transaction in which an entity changes from one form of an entity to another form of the same entity, such as a business corporation electing to be a statutory close corporation under 15 Pa.C.S. § 2305.

A **converting association** is the domestic entity or domestic banking institution that approves a plan of conversion pursuant to section 353 (relating to approval of conversion) or the foreign association that approves a conversion pursuant to the law of its jurisdiction of formation.

A **converted association** is the converting association as it continues in existence after a conversion.

A **domestic entity** is an entity, the internal affairs of which are governed by the law of this Commonwealth.

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the converting association

A.1. Give the exact name of the converting association. “Converting association” is the domestic entity or domestic banking institution that approves a plan of conversion pursuant to section 353 (relating to approval of conversion) or the foreign association that approves a conversion pursuant to the law of its jurisdiction of formation. 15 Pa.C.S. § 312. If the converting association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. **This field is required.**

A.2. Give the jurisdiction of formation of the converting association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the converting association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

A.3. Check the appropriate box to indicate the converting association type. Only one box may be checked. **This field is required.**

A.4. Date on which the converting association was originally created, incorporated, formed or otherwise came into existence. Use month, day and year. The original date of formation/incorporation/organization of the converting entity will continue to be the formation date of the converted entity. **This field is required.**

A.5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence. For example, Business Corporation Law of 1988 for a business corporation; Limited Liability Company Law of 1994 for a limited liability company.

A.6. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the converting association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the converting association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the converting association is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the converted association.

Complete the requested information for the converted association.

B.1. Give the exact name of the converted association. “Converted association” means a converting association as it continues in existence after a conversion. 15 Pa.C.S. § 312.

The converted association name must include the appropriate association designator. For example, if a corporation converts to a limited liability company, an acceptable limited liability company identifier must be part of the converted association name and certain corporate identifiers, such as “incorporated” or “Inc.” may no longer be used. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

B.2. Give the jurisdiction of formation of the converted association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the converted association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check the appropriate box to indicate the converted association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the converted association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be a registered office address (a) or Commercial Registered Office Provider (b).

If the converted association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the converted association is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Conversion must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. § 355(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as conversions by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Attachments and other provisions.

The following, in addition to the filing fee, shall accompany this form:

(1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

(2) Any necessary governmental approvals.
A conversion involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.

(3) If the converted association is a domestic (Pennsylvania) filing entity or a domestic banking institution, one copy of its public organic record must be attached. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record must be attached to the Statement of Conversion with respect to the converted association.

(4) If the converted association is a Pennsylvania limited liability partnership or limited liability limited partnership that is not using the alternative procedure in section 8201(f) (relating to scope), a completed DSCB:15-8201 (Statement of Registration) must be attached to the Statement of Conversion.

(5) If the converted association is a Pennsylvania electing partnership, its completed DSCB:15-8701A (Statement Electing Partnership) must be attached to the Statement of Conversion.

(6) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) or a resolution from the association's governors adopting an alternate name, if applicable, shall accompany a Statement of Conversion effecting a change of name or creating a Pennsylvania or registered foreign entity.

(7) If the converted association is a foreign filing association or a foreign limited liability partnership that will register simultaneously to transact business in Pennsylvania as a result of the conversion, a completed DSCB: 15-412 (Foreign Registration Statement), accompanied by the applicable fee and attachments, must be submitted at the same time as the Statement of Conversion.

(8) Tax clearance certificates. If the Statement of Conversion effects a conversion of a domestic association into a nonregistered foreign association that is not, and will not, be registered with the Department of State, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Department of Labor and Industry with respect to the converted domestic association evidencing the payment of all taxes and charges payable to the Commonwealth.

NOTE: Any Articles, Application, Statement or Registration attached to the Statement of Conversion must separately meet all the statutory filing requirements for that document type. However, if the converted association is a domestic filing entity, its public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

Other provisions

A statement of conversion may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Conversion, they should be attached as an exhibit.

Signature and Verification

An authorized representative of the converting association must sign the Statement of Conversion. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Conversion in lieu of Statement of Conversion

Pursuant to 15 Pa.C.S. §355(e), a plan of conversion that is signed by the converting association and meets all of the requirements of §355(b) (relating to Contents of Statement of Conversion) may be delivered to the Department for filing instead of a Statement of Conversion.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of conversion may omit all provisions of the plan except provisions, if any, that:

(1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;

(2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or

(3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316(a), the plan must state that the full text of the plan is on file at the principal office of the converted association and provide the address thereof in the filing made with the Department.