WEST VIRGINIA STATEMENT OF CONVERSION OF A DOMESTIC CORPORATION TO A LIMITED LIABILITY COMPANY
Form CD-10
Rev. 11/2017

West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL
(Two if you want a filed stamped copy returned to you)
FEE: $25.00

Form must accompany the Articles of Organization, Form LLD-1, (domestic WV LLC) application.

****** In accordance with §31D-11-1109 of the Code of West Virginia, the undersigned organization **** adopts the following Articles of Conversion.**

1. The Corporation was **converted** to a Limited Liability Company.

2. The name of the Corporation that converted to a Limited Liability Company, and if it has been changed, the name under which it was originally Incorporated is:

   _____

3. The date of filing of its original Articles of Incorporation with the WV Secretary of State is:_____

4. The name of the Limited Liability Company into which the Corporation shall be converted is:

   _____

5. The following statement **must be checked** before the Secretary of State can approve the conversion:

   ☐ **The conversion has been approved in accordance with the provisions of West Virginia Code §31D-11-1109.** (see statement below)

   31D-11-1109 (b) The Board of Directors of the corporation which desires to convert under this section shall adopt a plan of conversion approving the conversion and recommending the approval of the conversion by the shareholders of the corporation. Such resolution shall be submitted to the shareholders of the corporation at an annual or special meeting. The corporation must notify each shareholder, whether or not entitled to vote of the meeting of shareholders at which the plan of conversion is to be submitted for approval. At the meeting, the plan of conversion shall be considered and a vote taken for its adoption or rejection. Approval of the plan of conversion requires the approval of all of the shareholders, whether or not entitled to vote.

6. The requested **effective date** is: ☐ the date and time of filing in the Secretary of State's Office
   [Requested date ***may not be earlier than filing nor later than 90 days after filing in our office.***] ☐ the following date: _____

7. **Name and phone number of contact person** to reach if there is a problem with the filing.

   _____ _____
   Contact Name Phone Number

8. **Signature information** (See below ***Important Legal Notice Regarding Signature***):

   Print Name of Signer: _____Title/Capacity: _____

   Signature: _____ **Date:** _____

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code §31D-1-129. Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

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Rev. 9/2018

Filing Submission Instructions - Business Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORMS.
Please follow the instructions included with the application. Failure to include any of the required information on the form may cause the filing to be rejected.

All forms may be downloaded from our web site www.wvsos.gov.

SUBMIT THE COMPLETED APPLICATION WITH THE CUSTOMER ORDER REQUEST FORM TO ONE OF THE OFFICES BELOW. CHOOSE EXPEDITED OR STANDARD PROCESSING SERVICE. IF NOT USING THE CUSTOMER ORDER REQUEST FORM AND YOU ARE REQUESTING EXPEDITED SERVICE, YOU MUST INCLUDE THE WORD "EXPEDITE" AND THE LEVEL OF EXPEDITED SERVICE BEING REQUESTED (24-HOUR, 2-HOUR OR 1-HOUR) IN YOUR CORRESPONDENCE. BE SURE TO INCLUDE THE CORRECT ADDITIONAL EXPEDITED FEE. THIS FEE IS IN ADDITION TO THE REGULAR FILING FEE (*SEE FEES BELOW*).

CHOOSE ONE OF THE FOLLOWING PROCESSING SERVICES:

1 EXPEDITED SERVICE (**24-hour**, **2-hour** and **1-hour**; *Requires standard filing fee plus additional expedite fee, *see below*)

Expedite Service	*Fee	EXPEDITED SERVICE requests may be submitted by:
24-Hour	$ 25.00	- E-mail to efilings@wvsos.gov
2-Hour	$250.00	- Fax
1-Hour	$500.00	- Walk in delivery

2 STANDARD PROCESSING (**5-10 business days**)

Standard filing fees apply.

STANDARD PROCESSING requests may be submitted by:
- **E-mail to CorpFilings@wvsos.gov**
- **Fax**
- **Walk in delivery (drop off service only filed within 5-10 business days)**

INCLUDE PAYMENT:
Be sure to enclose the correct filing fee with your filing. If paying by credit card, be sure to include the e-Payment Authorization form with your filing. Your filing will be rejected if the payment is not included or if the e-Payment Authorization form is not included if paying by credit card.

SUBMIT COMPLETED FILING TO ONE OF THE BUSINESS CENTERS BELOW:

BUSINESS SERVICE CENTERS
Standard and Expedited Filings

Charleston Office
One-Stop Business Center
1615 Washington Street East
Charleston, WV 25311
Phone: (304) 558-8000
Fax: (304) 558-8381
Hours: Mon. - Fri. 8:30a - 5:00p EST

Clarksburg Office
North Central WV Business Center
200 West Main Street
Clarksburg, WV 26301
Phone: (304) 367-2775
Fax: (304) 627-2243
Hours: Mon. -Fri. 9:00a - 5:00p EST

Martinsburg Office
Eastern Panhandle Business Center
229 E. Martin Street
Martinsburg, WV 25401
Phone: (304) 356-2654
Fax: (304) 260-4360
Hours: Mon. - Fri. 9:00a - 5:00p EST

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Customer Order Request

SUBMIT THIS COMPLETED FORM WITH YOUR FILING.

STOP

READ CAREFULLY BEFORE SUBMITTING - Expedite service is NOT AVAILABLE for the following filings:

>> **Tax Department filings including Sole Proprietorships, General Partnerships, and Associations**
>> **Dissolution or Withdrawal of Corporation, Voluntary Association or Business Trust**

Order Processing Requested*: * * * Expedite Processing Requires Additional Fees * * *

☐ **Standard** Processing**
(Avg. processing turnaround **5-10 business days**)

Email to: CorpFilings@wvsos.gov

☐ **24-HOUR** Expedite***
(additional **$25.00** fee included)

☐ **2-HOUR** Expedite
(additional **$250.00** fee included)

☐ **1-HOUR** Expedite
(additional **$500.00** fee included)

Email to: eFilings@wvsos.gov

*"Processing" indicates the filing will be completed and registered in the Secretary of State registration database.
****Standard Processing** applications received by **E-MAIL** or **FAX must include the e-Payment Authorization form with credit card information.**
***NOTE: Orders filed in person through any Secretary of State office location requesting the filing be processed will be assessed a 24-HOUR Expedite fee of $25.00 per order.**

Name of Entity: _____

Return filing to:
(Return Address) _____

Contact Name: _____ Phone: _____

Return Delivery Options: Email or Fax options do not receive a copy via mail; must be ordered separately.

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Return Address above ☐ FedEx: Acct # _____

☐ Other (explain below): ☐ UPS: Acct # _____

Order Description (include items being ordered and fee breakdown):

* **PLEASE NOTE:** Original paperwork is kept by this office. Include a copy of the original filing if you want a file stamped copy returned to you at no extra charge. **Certified copy requests are an additional $15 per certified copy being requested.**

Total Amount:

Payment Method:

☐ **Check/Money Order** ☐ **Credit Card** (*Must attach* **e-Payment Authorization** *request form including payment information.*)

☐ **Cash** (*Do Not mail cash*) ☐ **Pre-paid Acct #:** _____ **Attach signed pre-paid slip.**

MAC WARNER
Secretary of State
State Capitol Building
Charleston, WV 25305
Phone: (304) 558-6000
Website: www.sos.wv.gov

24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "EXPEDITE" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most business organization filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. You must mark the document with your "**24-HOUR EXPEDITE"** request. If using a cover letter, note that you are requesting 24-hour expedited service, and include your telephone number and return information. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling is $25.00 in addition to the usual fee for service. Please consult our fee schedules for the appropriate fee. If you require assistance, please contact this office.

Time Constraints: Under most circumstances, each filing submitted receives same day filing date and may be picked up in the office by the end of the same business day. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in acceptable fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional $250.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.