



State of Rhode Island  
Department of State - Business Services Division

## Instructions for Filing

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

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

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.

**This legal document should be typed. All illegible documents will be REJECTED.**

## 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 at [taxportal.ri.gov](http://taxportal.ri.gov) or contact the Division of Taxation at [tax.ri.gov](http://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](http://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](#), [7-13-8.2](#), 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.

12. 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 through the Tax Portal: [taxportal.ri.gov](http://taxportal.ri.gov). 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 or business corporation.

## How to pay the filing fee:

The filing fee is \$50, 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 located at 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 the entity and click "Search"
- Click on the link to the entity record, scroll down, select "All Filings" and then "View Filing"
- Identify desired type of filing and click on "PDF" under "View PDF" to view and print the record



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

DOMESTIC Business Corporation, Limited Partnership or Limited Liability Company

→ Filing Fee: \$50.00

Pursuant to the applicable provisions of RIGL [7-1.2-1008\(c\)](#), [7-13-8.2 \(d\)](#) 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>RHODE ISLAND</b>	4. The date of formation is:
5. The jurisdiction to which the entity is converting:	
6. The structure of the converted entity will be: <b>CHECK ONE BOX ONLY</b>	
<input type="checkbox"/> Business Corporation <input type="checkbox"/> Partnership (General, Limited or Limited Liability) <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> "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 <a href="#">7-1.2-1008</a> , <a href="#">7-13-8.2</a> , and <a href="#">7-16-5.2</a> .	
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](http://www.sos.ri.gov)



11. Date when this Certificate of Conversion will be effective: <b>CHECK ONE BOX ONLY</b>	
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 at <a href="http://taxportal.ri.gov">taxportal.ri.gov</a> . If the entity is a limited partnership, the original Letter of Good Standing issued by the RI Division of Taxation is attached hereto.	
<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](mailto: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: