317A.685 FILINGS REQUIRED FOR CONVERSION; EFFECTIVE DATE AND TIME.

Subdivision 1. **Articles of conversion.** After a plan of conversion is approved:

(1) if the converting organization is a converting corporation, the converting corporation shall file articles of conversion with the secretary of state, which must be signed as provided in section 317A.011, subdivision 19, and must include:

(i) the plan of conversion;

(ii) a statement that the corporation is converting into another organization;

(iii) the name and form of the converted organization and the jurisdiction of its governing statute;

(iv) the time the conversion is effective under the governing statute of the converted organization;

(v) a statement that the conversion was approved as required by this chapter;

(vi) a statement that the conversion was approved as required by the governing statute of the converted organization;

(vii) if the converted organization is a domestic organization, the organizational document of the converted organization;

(viii) if the converted organization is a foreign organization not authorized to transact business in this state, the street address of an office that the secretary of state may use for the purposes of section 317A.689, subdivision 3; and

(ix) if applicable, a statement that the notice to the attorney general required by section 317A.811 has been given and any applicable period has expired or has been waived by the attorney general, or a statement that section 317A.811 is not applicable; and

(2) if the converting organization is not a converting corporation, the converting organization shall file articles of conversion with the secretary of state, which must be signed as provided in section 317A.011, subdivision 19, and must include:

(i) articles of incorporation for the corporation into which the converting organization is converting, which must include the information required by section 317A.111, subdivision 1, clauses (1) and (2);

(ii) the plan of conversion;

(iii) a statement that the converting organization is converting into a corporation;

(iv) the name and form of the converting organization and the jurisdiction of its governing statute;

(v) a statement that the conversion was approved in a manner that complied with the converting organization's governing statute; and

(vi) if applicable, a statement that the notice to the attorney general required by section 317A.811 has been given and any applicable waiting period has expired or has been waived by the attorney general, or a statement that section 317A.811 is not applicable.

Subd. 2. **Effective date and time of conversion.** A conversion becomes effective:

(1) if the converted organization is a corporation, when the articles of conversion are filed with the secretary of state or on a later date or at a later time specified in the articles of conversion; or

(2) if the converted organization is not a corporation, as provided by the governing statute of the converted organization.

Subd. 3. **Certificate.** The secretary of state shall issue to the converted organization or its legal representative a certificate of conversion and, if the converted organization is a corporation, a certificate of incorporation.

History: *2017 c 17 s 13*