321.1104 FILINGS REQUIRED FOR CONVERSION; EFFECTIVE DATE.

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

(1) if the converting organization is a converting limited partnership, the converting limited partnership shall file articles of conversion with the secretary of state, which articles of conversion must be signed as provided in section 321.0204, and must include:

(i) a statement that the limited partnership is converting into another organization;

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

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

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

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

(vi) 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 321.1105, subdivision 3; and

(2) if the converting organization is not a converting partnership, the converting organization shall file articles of conversion with the secretary of state, which articles of conversion must be signed as provided in section 321.0204, and must include:

(i) the certificate of limited partnership for the limited partnership into which the converting organization is converting, which certificate of limited partnership must include the information required by section 321.0201;

(ii) a statement that the converting organization is converting into a limited partnership from another organization;

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

(iv) a statement that the conversion was approved in a manner that complied with the converting organization's governing statute.

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

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

(2) if the converted organization is not a limited partnership, 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.

History: *2004 c 199 art 11 s 90; 2018 c 103 s 21*