323A.0903 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 partnership, the converting partnership shall file articles of conversion with the secretary of state, which articles of conversion must be signed as provided in section 323A.0105, and must include:

(i) a statement that the 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 323A.0904, 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 323A.0105, and must include:

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

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

(iii) 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 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 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: *1997 c 174 art 9 s 47; 2014 c 283 s 3; 2018 c 103 s 34*