

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Conversion from a
Delaware Limited Partnership
to a Non-Delaware Entity**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware Limited Partnership to a Non-Delaware Entity. The fee to file the Certificate of Conversion is \$250.00. You will receive a certified copy of your document. Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Rev 09/05

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED PARTNERSHIP
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 17-219 OF
THE LIMITED PARTNERSHIP ACT**

1.) The name of the Limited Partnership is _____
_____.

(If changed, the name under which it's certificate of limited partnership was originally filed: _____)

2.) The date of filing of its original certificate of limited partnership with the Secretary of State is _____.

3.) The jurisdiction in which the business form, to which the limited partnership shall be converted, is organized, formed or created is _____.

4.) The conversion has been approved in accordance with this section;

5.) The limited partnership may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the limited partnership arising while it was a limited partnership of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is _____
_____.

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this _____ day of _____, A.D. _____.

By: _____
General Partner(s)

Name: _____
Print or Type