

**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  
Non-Delaware Partnership  
to a Delaware Limited Liability Partnership**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Non-Delaware Partnership to a Delaware Limited Liability Partnership. The fee to file the Certificate of Conversion is \$200.00. Also, enclosed please find forms for Statement of Partnership Existence and Statement of Qualification that are both required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Statement of Partnership Existence is \$200 and the fee for filing the Statement of Qualification is \$200 per partner. Please submit the filings with 1 cover sheet for the Conversion and Statement of Partnership Existence and another cover sheet with the Statement of Qualification. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$150.00. (\$50.00 for the Conversion, \$50.00 for the Statement of Partnership Existence and \$40 for the Statement of Qualification) Expedited services are available please contact our office concerning these fees. 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

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE  
PARTNERSHIP TO A  
LIMITED LIABILITY PARTNERSHIP  
PURSUANT TO SECTION 15-901 OF  
THE DELAWARE PARTNERSHIP ACT

- 1.) The jurisdiction where the Non-Delaware Partnership first formed is \_\_\_\_\_.
  
- 2.) The jurisdiction immediately prior to filing this Certificate is \_\_\_\_\_.
  
- 3.) The date the Non-Delaware Partnership first formed is \_\_\_\_\_.
  
- 4.) The name of the Non-Delaware Partnership immediately prior to filing this Certificate is \_\_\_\_\_.
  
- 5.) The name of the Limited Liability Partnership as set forth in the Statement of Partnership Existence is \_\_\_\_\_.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_.

By: \_\_\_\_\_  
Authorized Person or Partner

Name: \_\_\_\_\_  
Print or Type

**STATE OF DELAWARE  
STATEMENT OF  
PARTNERSHIP EXISTENCE**

1. The name of the partnership is \_\_\_\_\_  
\_\_\_\_\_.

2. The address of its registered agent in the State of Delaware is  
\_\_\_\_\_  
in the city of \_\_\_\_\_  
Zip Code \_\_\_\_\_.

The name of the registered agent is \_\_\_\_\_  
\_\_\_\_\_.

**IN WITNESS WHEREOF**, the undersigned has executed this Statement of  
Partnership Existence this \_\_\_\_\_ day of \_\_\_\_\_,  
\_\_\_\_\_ A.D.

\_\_\_\_\_  
Authorized Partner(s)

\_\_\_\_\_  
Print or Type Name(s)

**STATE OF DELAWARE  
STATEMENT OF QUALIFICATION**

1. The name of the limited liability partnership is \_\_\_\_\_  
\_\_\_\_\_.
2. The address of its registered office in the State of Delaware is  
\_\_\_\_\_  
in the City of \_\_\_\_\_  
Zip Code \_\_\_\_\_.  
  
The name and address of the registered agent is \_\_\_\_\_  
\_\_\_\_\_.
3. The number of partners of the limited liability partnership is \_\_\_\_\_.
4. The partnership elects to be a limited liability partnership.
5. The effective date of this Statement of Qualification is \_\_\_\_\_.

**IN WITNESS WHEREOF**, the undersigned have executed this Statement of Qualification this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ A.D.

By: \_\_\_\_\_  
Authorized Person or Partner

Name: \_\_\_\_\_  
Type or Print