

Instructions: Form SS-9422

Certificate of Conversion

(Limited Partnership into another Business Entity)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

Submission Options

A Certificate of Conversion of a Limited Partnership (Limited Partnership into another Business Entity) form may be filed using one of the following methods:

Paper submission: A blank form may be obtained by going to sos.tn.gov and entering SS-9422 in the search bar; by emailing the Secretary of State's Office at TNSOS.CORPINFO@TN.GOV, or by calling (615) 741-2286. The form should be typed or hand printed in dark blue or black ink.

Walk-in: A blank form may be obtained in person at the Secretary of State's Office at the address listed below.

Send the completed form and filing fee together in the same envelope. Mail to:

Tennessee Secretary of State
ATTN: Corporate Filing
312 Rosa L. Parks Ave FL 6
Nashville TN 37243

Completing the Form

Follow the instructions and complete the form very carefully. Be sure it is legible as mistakes may have important legal consequences. If you have questions, consult your attorney. The filing office cannot provide legal advice.

- 1. Tennessee Secretary of State Control Number for the Limited Partnership:** A control number is assigned to each entity on record with the Tennessee Secretary of State's Division of Business Services. To find entity information, including the Secretary of State control number, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>
- 2. The Limited Partnership Name is:** Enter the exact legal name of the converting Limited Partnership as listed on the records of the Tennessee Secretary of State. To find entity information, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.

Jurisdiction of formation of the Limited Partnership: Enter the state where the Limited Partnership was formed.

- 3. The name of the business entity into which the domestic Limited Partnership is to be converted is:** Enter the exact legal name of the new converted business entity.

Jurisdiction of formation of the Limited Partnership: Enter the state where the converted survivor business entity was formed.

- 4. The type of business entity that the survivor entity will be:** Check the box indicating the type of business entity of the survivor entity.
- 5. If the converting Limited Partnership was formed in Tennessee, please confirm that the plan of entity conversion was duly approved in accordance with § 61-3-1112 – § 61-3-1115:** By checking the box, you are confirming that the Conversion Plan was duly approved pursuant to T.C.A. § 61-3-1112 – § 61-3-1115.

If the converting Limited Partnership was formed outside of Tennessee, please confirm that the conversion was approved by the Foreign Limited Partnership in accordance with the law of its jurisdiction of formation: By checking the box, you are confirming that the Foreign Limited Partnership approved the conversion in accordance with the law of the state in which the Foreign Limited Partnership was formed.

- 6. Effective Date: If the conversion is not to be effective upon the filing of the Certificate of Conversion by the Secretary of State's Office, then the future effective date and time of the conversion is:** Enter the future effective date and time of the conversion if applicable. A delayed effective date may not be later than ninety (90) calendar days from the filing of the Certificate of Conversion.
- 7. If the survivor business entity is being filed with the Tennessee Secretary of State, attach the filing record of the new, converted entity:** If the new, survivor business entity is transacting business in Tennessee or is a business entity formed in Tennessee, it must register with the Tennessee Secretary of State's Division of Business Services. Attach the filing record of the new, converted entity along with the appropriate filing fee. All initial filing forms can be found on the Tennessee Secretary of State's Division of Business Services website <http://tnbear.tn.gov/business-services/limited-partnership>, or you may call our office at 615-741-2286 with questions.

Signature

Sign and date the form, print or type the signature name and list your capacity to sign on behalf of the Limited Partnership. The Certificate of Conversion of a Limited Partnership form must be signed by at least one (1) general partner of the Converting Limited Partnership.

Filing Fee

The filing fee is \$20.00 per Certificate of Conversion of a Limited Partnership form. If registering the converted business entity with the Tennessee Secretary of State, you will also be required to pay the required filing fee for that document as well.

Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. Forms submitted without the proper filing fee or made payable to an entity other than the Tennessee Secretary of State will be rejected.

LIMITED PARTNERSHIP CONVERSION (LP into another Business Entity)

SS-9422



Tre Hargett
Secretary of State

**Division of Business Services
Department of State**

State of Tennessee
ATTN: Corporate Filing
312 Rosa L. Parks Ave, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 61-3-1114 of the Tennessee Uniform Limited Partnership Act of 2017, the undersigned Limited Partnership submits this Certificate of Conversion.

- 1. Control Number: _____
- 2. The Limited Partnership Name is: _____
and its jurisdiction of formation is: _____
- 3. The name of the business entity into which the domestic Limited Partnership is to be converted is: _____
and its jurisdiction of formation is: _____

4. The type of business entity that the survivor will be (check one):

- For Profit Corporation Non Profit Corporation General Partnership
- Limited Liability Company Limited Liability Partnership Domestic Limited Partnership
- Joint Stock Association Unincorporated Non Profit Association Business Trust
- Other: _____

- 5. The converting Limited Partnership was formed in Tennessee and the plan of entity conversion was duly approved pursuant to T.C.A. § 61-3-1112 - § 61-3-1115.
- The converting Limited Partnership was formed outside of Tennessee and the conversion was approved by the Foreign Limited Partnership in accordance with the law of its jurisdiction of formation.

6. Effective Date: If the conversion is not to be effective upon the filing of the certificate of conversion, then the future effective date and time of the conversion is: _____ / _____ / _____ _____
Month Day Year Time

A delayed effective date may not be later than the 90th day after this document is filed by the Secretary of State.

7. If the survivor is a filing entity, attach the filing record of the new, converted entity.

Signature

Title/Signer's Capacity

Printed Name

Date

Submitter Name: _____ Phone #: (_____) _____ - _____