

**Instructions for Filing**  
**ARTICLES OF ORGANIZATION**  
**INCLUDING ARTICLES OF CONVERSION**  
*(Form L-01A)*

- Item 1** Enter the complete company name, which must include a limited liability company ending required by N.C.G.S. § 55D-20 (limited liability company, L.L.C., ltd. liability co., limited liability co., or ltd. liability company).
- Item 2** Enter the complete name of the business entity that is converting to a limited liability company. Also, enter the name of the state or country that governs the organization and internal affairs of the converting business entity.
- Item 3** Identify what type of business entity is converting to a limited liability company.
- Item 4** Enter the mailing address of the converting entity immediately before the conversion and, if different, the mailing address it will have when the conversion becomes effective.
- Item 5** Enter the name and address of each person who executes the articles of organization and whether they are executing them in the capacity of a member or of an organizer or both. You must state "member," "organizer" or "member and organizer". Unless the articles of organization provide otherwise, each person executing the articles of organization in the capacity of a member of the limited liability company becomes a member at the time that the filing by the Secretary of State of the articles of organization of the limited liability company becomes effective. (See N.C.G.S. § 57D-3-01)
- Item 6** Enter the name of the registered agent. The registered agent must be either an individual who resides in North Carolina; a domestic business corporation, nonprofit corporation, or limited liability company whose business office is identical with this registered office; or a foreign corporation, nonprofit corporation or limited liability company authorized to transact business or conduct affairs in North Carolina whose business office is identical with the registered office.
- Item 7** Enter the complete street address of the registered office and the county in which it is located.
- Item 8** Enter the complete mailing address of the registered office only if mail is not delivered to the street address shown in Item 7 or if the registered agent prefers to have mail delivered to a P.O. Box or Drawer.
- Item 9** Select item "a" if the limited liability company has a principal office. Enter the complete street address of the principal office and the county in which it is located. If mail is not delivered to the street address of the principal office or if you prefer to receive mail at a P.O. Box or Drawer, enter the complete mailing address of the principal office. Select item "b" if the limited liability company does not have a principal office.
- Item 10** N.C.G.S. §57D-2-21(b) states that the articles of organization may contain any provision not inconsistent with law, including any matter that under Chapter 57D is permitted to be set forth in a limited liability company's operating agreement. The name and address of each of the initial members of the limited liability company may be stated as an attachment. Unless the articles of organization provide otherwise, each person who is named in the articles of organization as a member of the limited liability company becomes a member at the time that the filing by the Secretary of State of the articles of organization of the limited liability company becomes effective. (See N.C.G.S. § 57D-3-01)
- Item 11** The Department offers a free voluntary notification system for which you may choose to participate. If you would like to receive this free service, please provide a business e-mail address in the space provided. Your participation will not result in your e-mail address being viewable on our website. Participation will help us to prevent identity theft in the event an unauthorized person submits a fraudulent document for filing in the name of the business entity.
- Item 12** The document will be effective on the date and at the time of filing, unless a delayed date or an effective time (on the day of filing) is specified. If a delayed effective date is specified without a time, the document will be effective at 11:59:59 p.m. Raleigh, North Carolina time on the day specified. If a delayed effective date is specified, the document will be effective on the day and at the time specified. A delayed effective date may be specified up to and including the 90th day after the day of filing.

**Date and Execution**

Enter the date the document was executed.

In the blanks provided enter the following for each entity listed in #5:

- The name of the converting business entity, member or organizer executing the Articles of Organization.
- The signature of the representative of the organizing entity, member of organizer.
- The typed name of the above-signed representative.
- The title of the person executing the Articles of Organization (i.e. Organizer, Member or both)

**ATTENTION:** Limited liability companies wishing to render a professional service as defined in N.C.G.S. §55B-2(6) must contact the appropriate North Carolina licensing board to determine whether compliance with additional licensing requirements may be mandated by law. Such limited liability companies should consult N.C.G.S. §57D-2-02 for further details.

**State of North Carolina**  
*Department of the Secretary of State*

**ARTICLES OF ORGANIZATION  
INCLUDING ARTICLES OF CONVERSION**

Pursuant to §§ 57D-2-21, 57D-9-20 and 57D-9-22 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company pursuant to the conversion of another eligible entity.

1. The name of the limited liability company is: \_\_\_\_\_.  
The limited liability company is being formed pursuant to a conversion of another business entity.  
(See Item 1 of the Instructions for appropriate entity designation)
  
2. The name of the converting business entity is: \_\_\_\_\_  
and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of \_\_\_\_\_.

A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a (*check one*):  domestic corporation;  foreign corporation;  
 foreign limited liability company;  domestic limited partnership;  
 foreign limited partnership;  domestic registered limited liability partnership;  
 foreign limited liability partnership;  professional corporation; or  other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.

4. The mailing address of the converting entity prior to the conversion is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

If different, the mailing address of the resulting business entity is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5. The name and address of each person executing these articles of organization is as follows: (*State whether each person is executing these articles of organization in the capacity of a member, organizer or both.*) **Note: This document must be signed by all persons listed.**

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6. The name of the initial registered agent is: \_\_\_\_\_

7. The street address and county of the initial registered office of the limited liability company is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

8. The North Carolina mailing address, *if different from the street address*, of the initial registered office is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: NC Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

9. Principal Office Information: *Select either a or b.*

a.  The limited liability company has a principal office.

The principal office telephone number: \_\_\_\_\_

The street address and county of the principal office of the limited liability company is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

The mailing address, *if different from the street address*, of the principal office of the limited liability company is:

Number and Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

b.  The limited liability company does not have a principal office.

10. Any other provisions which the limited liability company elects to include (e.g., the purpose of the entity) are attached.

11. (Optional): Please provide a business e-mail address: \_\_\_\_\_.

The Secretary of State's Office will e-mail the business automatically at the address provided at no charge when a document is filed. The e-mail provided will not be viewable on the website. For more information on why this service is being offered, please see the instructions for this document.

12. These articles will be effective upon filing, unless a future date is specified: \_\_\_\_\_.

This is the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
*(Optional: Business Entity Name)*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Type or Print Name and Title*

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**The below space to be used if more than one organizer or member is listed in Item #5 above.**

\_\_\_\_\_  
*(Optional: Business Entity Name)*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Type or Print Name and Title*

\_\_\_\_\_  
*(Optional: Business Entity Name)*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Type or Print Name and Title*

\_\_\_\_\_  
*(Optional: Business Entity Name)*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Type or Print Name and Title*

\_\_\_\_\_  
*(Optional: Business Entity Name)*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Type or Print Name and Title*

NOTES:

1. Filing fee is \$125. This document must be filed with the Secretary of State.