



State of North Carolina
Department of the Secretary of State

**CERTIFICATE OF DOMESTIC LIMITED PARTNERSHIP
INCLUDING ARTICLES OF CONVERSION**

Pursuant to §§ 59-201 and 59-1052 of the General Statutes of North Carolina, the undersigned hereby submits this Certificate of Domestic Limited Partnership for the purpose of converting to a domestic limited partnership.

1. The name of the limited partnership is: _____
(The name must contain the words "Limited Partnership," or the abbreviation "L.P." or "LP," or the combination "Ltd. Partnership".)
2. The domestic limited partnership is being formed pursuant to a conversion of another business entity. The name of the converting business entity is: _____
3. The converting business entity is a: (*select one*) domestic corporation; foreign corporation;
 domestic limited liability company; foreign limited liability company; foreign limited partnership;
 domestic registered limited liability partnership; foreign limited liability partnership; or
 other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.
4. The state or country whose laws govern the organization and internal affairs of the converting business entity is: _____
5. A plan of conversion has been approved by the converting business entity in the manner required by law.
6. Name of Registered Agent: _____
7. Address of Registered Agent's Office:
Number and Street _____
City: _____ State: NC Zip Code: _____ County: _____
8. Address of office where records are kept in this State, if not kept at registered office:
Telephone Number: _____
Number and Street _____
City: _____ State: NC Zip Code: _____ County: _____
9. Latest date upon which the limited partnership is to dissolve. (If no date is specified, there shall be no limit on the limited partnership's duration.) _____

NOTES:

Filing fee is \$50. This document must be filed with the Secretary of State.

10. State the name, and address, including county and city or town, and street and number, if any, of each general partner.
(Attach additional sheets if necessary.)

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. This registration will be effective upon filing, unless a future date and/or time is specified: _____

13. The following and attached signatures of EACH general partner constitute an affirmation under the penalty of perjury that the facts herein are true.

(a) If the general partner is an individual, complete this section:

Signature _____ Date _____
Typed or Printed Name _____

Signature _____ Date _____
Typed or Printed Name _____

Signature _____ Date _____
Typed or Printed Name _____

Signature _____ Date _____
Typed or Printed Name _____

(b) If the general partner is a corporation or other entity, complete this section.

Name of corporation or other entity _____
Signature of officer _____
Name and Title of officer _____
Date _____

Name of corporation or other entity _____
Signature of officer _____
Name and Title of officer _____
Date _____

Name of corporation or other entity _____
Signature of officer _____
Name and Title of officer _____
Date _____

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Instructions for Completing Certificate of Domestic Limited Partnership
(Form LP-01A)

1. Enter the name of the limited partnership. The name must contain the words "Limited Partnership," or the abbreviation "L.P." or "LP," or the combination "Ltd. Partnership". [G.S. § 55D-20.]
2. Enter the name of the converting business entity. [G.S. § 59-1052.]
3. Identify the type of business entity that is converting to a domestic limited partnership. Select only one. [G.S. § 59-1052.]
4. Enter the name of the state or country whose laws govern the organization and internal affairs of the converting business entity. [G.S. § 59-1052.]
5. The Plan of Conversion is not required to be submitted with this form.
6. Enter the name of the registered agent. The registered agent may be an individual who resides in this State and whose business office is identical with the registered office; a domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office; or a foreign corporation, foreign nonprofit corporation, or foreign limited liability company authorized to transact business or conduct affairs in this State. If the registered agent is an individual, enter the first name, middle initial, and last name. If the registered agent is a domestic or foreign corporation, nonprofit corporation or limited liability company, enter the entity's name. [G.S. §§ 55D-30 and 59-201.]
7. Enter the street address of the registered office. Do not use a post office box number. Do not abbreviate the street, city, or county. Indicate the zip code. [G.S. §59-201(a)].
8. Enter the street address. This section need not be completed if the records pursuant to N.C. Gen. Statute §59-106(a) are kept at the registered office. Again, do not use a post office number. Do not abbreviate the street, city, or county. Indicate the zip code. [G.S. §59-201 (a) (5)].
9. (Optional): If there is a date already determined when the partnership will dissolve, enter that date. If not, leave blank.
10. For each general partner enter the name (first, middle initial, last) and address (street and number, city, zip code and county). [G.S. §59-201(a) (4)].
11. (Optional): 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.
12. Enter the date and/or time the registration will be effective. 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. on the day specified. If a delayed effective date is specified with a time, the document will be effective on the day and time so specified. A delayed effective date may be specified up to and including the 90th day after the day of filing.
13. Each general partner must sign the original certificate of limited partnership. Any person may sign a certificate as an attorney-in-fact [G.S. §59-204]. Attach additional pages as needed.

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