

**Instructions for Filing
ARTICLES OF ORGANIZATION
(Conversion to Professional Limited Liability Company)**

- Item 1** Enter the complete name of the company, which must include the word “Professional” or the abbreviation “P.L.L.C.” or “PLLC” as required by N.C.G.S. § 57D-2-02.
- Item 2** Enter the complete name of the business entity that is converting to a professional limited liability company. Also, enter the name of the state or country that governs the organization and internal affairs of the converting business entity and the current address of the converting business entity.
- Item 3** Identify what type of business entity is converting to a limited liability company.
- Item 4** See form.
- Item 5** Enter the name and address of each of the initial members of the limited liability company. 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 6** 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. 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 7** Enter the street address, city, state, zip code and county of the initial registered agent’s office.
- Item 8** Enter the mailing address of the initial registered agent’s office *if different from the street address listed in Item 7.*
- Item 9** Enter the name of the initial registered agent for the limited liability company. The registered agent must be either an individual who resides in North Carolina; a domestic business corporation, nonprofit corporation or a limited liability company; or a foreign corporation, nonprofit corporation or limited liability company authorized to transact business in North Carolina.
- Item 10** Enter the specific personal services to be rendered by the limited liability company.
- Item 11** 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.
- Item 12** **An original** certificate from the appropriate licensing board must be attached to the document.
- Item 13** 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 p.m. Raleigh, North Carolina time on the day specified. If a delayed effective date is specified with a time, 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 signature of the member and/or organizer.
- The name of the member and/or organizer executing these articles of organization and the title of the above-signed representative.
- The document may, but need not, contain an acknowledgment, verification or proof.

ATTENTION: Limited liability companies wishing to render a professional service as defined in N.C.G.S. § 55B-2(6) shall 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
Professional Limited Liability Company
(Conversion of Business Entity)

Pursuant to §§ 57D-2-02, 57D-9-20, 57D-9-22 and Chapter 55B of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a professional limited liability company pursuant to a conversion of another business entity.

1. The name of the limited liability company is: _____

2. The limited liability company is being formed pursuant to a conversion of another business entity which is named _____ and whose organization and internal affairs are governed by the state or country of _____.

The address of the converting business entity prior to the conversion is:

3. The converting business entity is a (*check one*): foreign limited liability company; domestic limited partnership; foreign limited partnership; domestic partnership; domestic limited liability partnership; partnership not formed under the laws of North Carolina; foreign limited liability partnership; domestic corporation; or professional corporation.

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

5. (*Optional*) The **name** and **address** of the initial member(s) of the limited liability company is as follows:

6. 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** or an **Organizer**. (Please state the capacity as **Member**, **Organizer** or both **Member and Organizer**) Attach additional sheets as needed.*)

7. The street address and county of the initial registered agent's office of the limited liability company is:
Number and Street: _____
City: _____ State: NC Zip Code: _____ County: _____
8. The **mailing address** of the initial registered agent's office, **if different from the street address in item 7 above**, is:
Number and Street _____
City: _____ State: NC Zip Code: _____ County: _____
9. The name of the initial registered agent is: _____
10. The specific purpose for which the limited liability company is being formed:

11. Any other provisions which the limited liability company elects to include are attached.
12. A certification by the appropriate licensing board that the membership interests of the limited liability company are in compliance with the requirements of N.C.G.S. Sections 55B-4(2) and 55B-6 is attached.
13. These articles will be effective upon filing, unless a date and/or time not later than 90 days after the date of filing is specified: _____.

This the ____ day of _____, 20____.

Signature

Type or Print Name and Title

NOTES:

1. Filing fee is \$125. This document must be filed with the Secretary of State.
2. Only a business entity that is converting to a "professional limited liability company" may use this form. To determine whether a particular limited liability company is such a "professional limited liability company," it is necessary to examine the requirements of N.C.G.S. Sections 57D-2-02 and 55B-4. If the company does not meet those requirements, it must use the standard form for a limited liability company.