



DOMESTIC CONVERSIONS

Limited Liability Company to a Profit Corporation: W.S. 17-29-1009

Requirements:

- Articles of Incorporation pursuant to W.S. 17-16-202 which also includes:
 - 1) A statement that the LLC converted to a corporation;
 - 2) Its former name;
 - 3) The state of its formation and date of organization;
 - 4) Either a statement that the conversion was adopted by unanimous vote of the members; or if the vote is less than unanimous, the number or percentage required to approve the conversion as well as the number of votes cast by the members for and against the conversion; and
 - 5) \$100.00 filing fee.

Profit Corporation to a Limited Liability Company: W.S. 17-29-1006

Requirements:

- Articles of Organization pursuant to W.S. 17-29-201 which also includes:
 - 1) A statement that the corporation converted to a limited liability company;
 - 2) Its former name;
 - 3) The state of its formation and date of incorporation;
 - 4) Either a statement that the conversion was adopted by unanimous vote of the shareholders; or if the vote is less than unanimous, the number or percentage required to approve the conversion as well as the number of votes cast by the shareholders for and against the conversion; and
 - 5) \$100 filing fee.



Partnership to a Limited Partnership: W.S. 17-21-901

Requirements:

- Certificate of Limited Partnership pursuant to W.S. 17-14-301 which also includes:
 - 1) A statement that the partnership converted to a limited partnership;
 - 2) Its former name;
 - 3) The state of its formation and date of formation;
 - 4) Either a statement that the conversion was adopted by unanimous vote of the partners; or if the vote is less than unanimous, the number or percentage required to approve the conversion under the partnership agreement as well as the number of votes cast for and against the conversion; and
 - 5) \$100.00 filing fee.

Limited Partnership to a Partnership: W.S. 17-21-902

Requirements:

- 1) Notwithstanding a provision to the contrary in a limited partnership agreement, the terms and conditions of a conversion of a limited partnership to a partnership shall be approved by all the partners;
- 2) After the conversion is approved by the partners, the limited partnership shall cancel its certificate of limited partnership pursuant to W.S. 17-14-303;
- 3) The conversion takes effect when the certificate of limited partnership is canceled;
- 4) A limited partner who becomes a partner as a result of the conversion remains liable only as a limited partner for an obligation incurred by the limited partnership before the conversion takes effect. The limited partner is liable as a partner for an obligation of the partnership for which the partner is personally liable under W.S. 17-21-306, 17-21-807 and 17-21-808 incurred after the conversion takes effect; and
- 5) The fee for cancellation is \$60.00.



Profit Corporation to Nonprofit Corporation: W.S. 17-19-1806

Requirements:

- A profit corporation may convert to a nonprofit corporation by filing profit corporation articles of amendment. The amendment must include the following:
 - 1) A statement electing nonprofit status;
 - 2) Whether the corporation will be a public benefit, mutual benefit, or religious corporation;
 - 3) Whether or not the corporation will have members;
 - 4) How the assets will be distributed upon dissolution; and
 - 5) \$60.00 filing fee. Once the status is changed, the nonprofit fees will apply.

There are no requirements for approval by the attorney general's office for conversions of either a nonprofit to a profit corporation or a profit to a nonprofit corporation.

Nonprofit Corporation to Profit Corporation: W.S. 17-19-1807

Requirements:

- Only a mutual benefit nonprofit corporation may convert to a profit corporation by filing nonprofit corporation articles of amendment. The amendment must indicate the following:
 - 1) A statement electing profit status;
 - 2) The number of authorized shares the corporation will have the authority to issue; and
 - 3) \$75.00 filing fee. Once the status is changed, the profit fees will apply.

There are no requirements for approval by the attorney general's office for conversions of either a nonprofit to a profit corporation or a profit to a nonprofit corporation.



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Other Domestic Conversions: W.S. 17-26-101

Requirements:

- Documents required for forming the newly converted entity type which also includes:
 - 1) A statement that clearly identifies the converting entity and the newly converted entity;
 - 2) The converting entity's state and date of formation;
 - 3) A statement that the conversion was approved by the owners or members of the converting entity in accordance with the authority given the converting entity; and
 - 4) \$100.00 filing fee.



FOREIGN CONVERSIONS

Domestic Entity to a Foreign Entity:

- Requirements for foreign qualified entities no longer doing business in Wyoming:
 - 1) Certificate of evidence or certified copy of the conversion issued from the foreign jurisdiction of the converted entity; and
 - 2) \$60.00 filing fee.
- Requirements for foreign entities doing business in Wyoming:
 - 1) Application for certificate of authority or other qualification documents as required for that entity type and all documents required for filing that application;
 - 2) Certificate of evidence or certified copy of the conversion issued from the state of the converted entity; and
 - 3) \$150.00 filing fee.

Foreign Entity to a Domestic Entity:

- Requirements:
 - 1) This will be filed as a new Wyoming entity (Articles of Incorporation, Articles of Organization, etc.);
 - 2) Certificate of evidence or certified copy of the conversion issued from the former state; and
 - 3) \$100.00 filing fee.



Foreign Entity to a Foreign Entity:

- Requirements for a foreign qualified entity who converted to a different entity type in their home jurisdiction or who converted to a different entity type and into another state:
 - 1) Application for certificate of authority for the newly converted entity type;
 - 2) Certificate of good standing from the home state issued within the last sixty (60) days;
 - 3) Certificate of evidence from the home state issued within the last sixty (60) days or a certified copy of the conversion from the home state issued within the last six (6) months; and
 - 4) \$150.00 filing fee.

- Requirements for a foreign qualified entity who converted to a different state **but did not** convert to a different entity type:
 - 1) Application for amended certificate of authority;
 - 2) Certificate of good standing from the new home state issued within the last sixty (60) days;
 - 3) Certificate of evidence from the new home state issued within the last sixty (60) days or a certified copy of the conversion from the new home state issued within the last six (6) months; and
 - 4) \$60.00 filing fee.