

Form 638
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

[Instructions](#)

Filing Fee: \$300



This space reserved for office use.

**Certificate of Conversion
of a
Limited Liability Company
Converting
to a
Real Estate Investment Trust**

Converting Entity Information

The name of the converting limited liability company is:

The jurisdiction of formation of the limited liability company is Texas.

The date of formation of the limited liability company is: _____

The file number issued to the limited liability company by the secretary of state is: _____

Plan of Conversion—Alternative Statements

The limited liability company named above is converting to a real estate investment trust. The name of the real estate investment trust is:

The real estate investment trust will be formed under the laws of : _____

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

☐ Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address *City* *State* *Country* *Zip Code*

A signed plan of conversion will be on file after the conversion at the principal place of business of the real estate investment trust, the converted entity. The address of the principal place of business of the real estate investment trust is:

Street or Mailing Address *City* *State* *Country* *Zip Code*

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the limited liability company.

☐ In lieu of providing the tax certificate, the real estate investment trust as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: _____

Signature and title of authorized person on behalf of the
converting entity