

Form 645**(Revised 05/11)**

Submit in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

Filing Fee: [See instructions](#)

This space reserved for office use.

**Certificate of Conversion
of a Professional Association
Converting to a Professional
Limited Liability Company**

Converting Entity Information

The name of the converting professional association is: _____

The jurisdiction of formation of the professional association is: _____

The date of formation of the professional association is: _____

The file number, if any, issued to the entity by the secretary of state is: _____

Converted Entity Information

The professional association named above is converting to a professional limited liability company.

The name of the professional limited liability company is: _____

The professional limited liability company will be formed under the laws of : _____

Plan of Conversion

The plan of conversion is attached.

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

Alternative Statements

In lieu of providing the plan of conversion, the professional association certifies that:

1. A signed plan of conversion is on file at the principal place of business of the professional association, the converting entity. The address of the principal place of business of the professional association is:

Street or Mailing Address

City

State Country Zip Code

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the professional limited liability company, the converted entity. The address of the principal place of business of the professional limited liability company is:

Street or Mailing Address

City

State Country Zip Code

3. 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.

Certificate of Formation for the Professional Limited Liability Company

If the professional limited liability company is a Texas entity, the certificate of formation must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

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 certifies that the professional association, the converting entity, is in good standing for purposes of conversion.
- In lieu of providing the tax certificate, the professional limited liability company 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. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the professional association, to execute the filing instrument.

Date: _____

Signature of an authorized person of the professional association

Typed or printed name of signer and title