

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited partnership. The certificate of formation for the Texas limited partnership is attached to this certificate of conversion as an attachment or exhibit to either (i) the plan of conversion or (ii) this certificate if the plan has not been attached to the certificate of conversion. The certificate of formation includes a statement that the converted entity is formed under a plan of conversion and the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting 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, or a later date and time, not more than 90 days from the date of signing. The delayed effective date or date and time, as applicable, 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 Certification

- Attached hereto is a certificate from the comptroller of public accounts that certifies the corporation as the converting entity is in good standing for purposes of conversion.
- In lieu of providing the tax certificate, the limited partnership as the converted entity is liable for the payment of any required 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 Texas Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.

Date: _____

By: _____

Name of converting entity (see instructions)

Signature of authorized person (see instructions)

Printed or typed name of authorized person