

**Form 642**  
**(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

**Filing Fee:** [See instructions](#)



This space reserved for office  
use.

**Certificate of Conversion**  
**of a**  
**Limited Partnership Converting**  
**to a**  
**Limited Liability Company**

**Converting Entity Information**

The name of the converting limited partnership is: \_\_\_\_\_

The jurisdiction of formation of the limited partnership is: \_\_\_\_\_

The date of formation of the limited partnership is: \_\_\_\_\_

The file number, if any, issued to the limited partnership by the secretary of state is: \_\_\_\_\_

**Converted Entity Information**

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is: \_\_\_\_\_

The 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 section must be completed.*

**Alternative Statements**

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership 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 limited liability company, the converted entity. The address of the principal place of business of the 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 Converted Entity

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company 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 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

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

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### Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

☐ In lieu of providing the tax certificate, the 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 to execute the filing instrument.

Date: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person