

Form 646
(Revised 12/23)

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
Texas General Partnership
Converting to a
Texas Filing Entity

Converting Entity Information

The converting entity is a Texas general partnership. The name of the Texas general partnership is:

Converted Entity Information

The Texas general partnership is converting to a filing entity formed under the Texas Business Organizations Code. The name of the converted Texas entity is:

(Name of entity after the conversion must include an organizational identifier for the entity type selected below.)

The entity type of the converted entity is a: (Select the appropriate entity type from the list shown below.)

- | | |
|---|---|
| <input type="checkbox"/> For-Profit Corporation | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Professional Corporation | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Professional Association | <input type="checkbox"/> Cooperative Association |

Plan of Conversion or Alternative Statements

☐ The plan of conversion is attached.

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

☐ In lieu of attaching the plan of conversion, the converting general partnership certifies to the following statements by providing an address in Items 1 and 2.

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

| | | | | |
|----------------------------------|-------------|--------------|----------------|-----------------|
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |
|----------------------------------|-------------|--------------|----------------|-----------------|

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

| | | | | |
|----------------------------------|-------------|--------------|----------------|-----------------|
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> | <i>Zip Code</i> |
|----------------------------------|-------------|--------------|----------------|-----------------|

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

☐ The certificate of formation for the converted Texas filing entity 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 general partnership as the converting entity is in good standing for purposes of conversion.
- ☐ In lieu of providing the tax certificate, the general 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 general partner (see instructions)

Printed or typed name of general partner