

State of New Hampshire

Filing fee: (SEE BOTTOM OF THIS PAGE)
Use black print or type.

Form C-2
RSA 304-A:56 &
RSA 304-C:149

CERTIFICATE OF CONVERSION OF A NEW HAMPSHIRE GENERAL PARTNERSHIP TO A NEW HAMPSHIRE LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS of the New Hampshire Uniform Partnership Act and the New Hampshire limited liability company statutes, the undersigned domestic general partnership submits the following certificate of conversion:

FIRST: The name of the general partnership immediately prior to the filing of this certificate:

_____.

SECOND: The general partnership was formed in New Hampshire on _____
(date)

THIRD: The domestic general partnership has converted to a domestic limited liability company.

FOURTH: All of the partners approved the conversion.

FIFTH: The name of the limited liability company as set forth in its certificate of formation:

_____.

SIXTH: The plan of conversion is on file at the principal place of business of the limited liability company
at _____
(business address)

and a copy of the plan of conversion will be furnished by _____

(name of limited liability company)
on request and without cost, to any interest holder of _____

(name of general partnership)

(General Partnership name)

(Signature of its duly authorized partner)

(Print or type name)

Date signed: _____

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail DATED AND SIGNED ORIGINAL WITH CERTIFICATE OF FORMATION OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY (FORM LLC-1), AND TOTAL FEES OF \$135.00 to:

Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH

State of New Hampshire

CERTIFICATE OF FORMATION OF A NEW HAMPSHIRE LIMITED LIABILITY COMPANY INSTRUCTIONS FOR COMPLETING FORM LLC-1 (RSA 304-C:31)

NINE STEPS TO AVOID REJECTION

1. The form must be legibly printed or typed on 8.5" x 11" paper and maintain 1" margins. Pencil or erasable ink is not acceptable.
2. **Article First:** The name must contain one of the following designations: Limited Liability Company, L.L.C., L. L. C. or LLC (per RSA 304-C:32).
3. Principal business information is optional and is not part of article first. The registered agent address will be used as the principal office address if no principal office address is listed.
4. **Article Second:** The law requires that the certificate of formation include a primary nature of business, such as "sales and manufacturing of disposable products" or "software consulting and development." We cannot accept a general clause of "any lawful activity." You need to include a descriptive word. Refer to RSA 304-C:21 for nature of business permitted.
5. **Article Third:** Per RSA 304-C:36, a registered agent and registered office must be provided. The registered agent must reside in New Hampshire. The registered agent is the person who would receive service of process should the limited liability company be sued. The registered office is the registered agent's business address where the registered agent can be found for in-hand service of process. **A street/physical address must be provided. Your application will not be processed without an agent named or if an out of state address is listed.**
6. **Article Fourth:** The certificate of formation must state whether or not management is vested in a manager(s). If management is vested in a manager(s), this line must be completed with "is". If management is not vested in a manager(s), this line must be completed with "is not". **"Is" or "is not" are the only two acceptable entries.**
7. The title and printed name of the person signing the documents must be stated beside or below his/her signature. The document shall be signed by a "manager" and if there is no manager, by a "member" or see RSA 304-C:28 V for alternative signatures. Example: If Article Fourth states "is not", the title of the person signing should be member. If Article Fourth states "is", the title should be manager.
8. The total filing fee to register is \$100.00, payable to the State of New Hampshire.
9. Any other matters the members decide to include may be added. If more space is needed, attach additional pages.

PLEASE NOTE: The name will be searched for availability upon receipt of these documents. If the filing has been accepted, you will receive a filed-stamped copy within 30 days. If you do not receive an acknowledgement, please contact our office. Checks are deposited upon receipt. If the check has been cashed, it only indicates we have received the document. A cashed check is not an indication that the document has been accepted and filed. Please call the Corporation Division (603-271-3246) with any questions you may have regarding this application.

State of New Hampshire

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Form LLC-1
RSA 304-C:31

CERTIFICATE OF FORMATION NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, under the New Hampshire Limited Liability Company Laws submits the following certificate of formation:

FIRST: The name of the limited liability company is _____
_____.

Principal Business Information:

Principal Office Address: _____
(no. & street) (city/town) (state) (zip code)

Principal Mailing Address (if different): _____
(no. & street) (city/town) (state) (zip code)

Business Phone: _____

Business Email: _____

____ Please check if you would prefer to receive the courtesy Annual Report Reminder by email.

SECOND: Describe the nature of the primary business or purposes (and if known, list the NAICS Code and Sub Code): _____

_____.

THIRD: The name of the limited liability company's registered agent is:
_____.

The complete address of its registered office (agent's business address) is:

(no. & street) (city/town) (state) (zip code)

FOURTH: The management of the limited liability company _____ vested in a manager or managers.

| MANAGER / MEMBER INFORMATION (List all Managers and/or Members you wish to be placed on record) | | |
|--|------------------|-------|
| NAME | BUSINESS ADDRESS | TITLE |
| | | |
| | | |
| | | |
| | | |
| | | |

*Signature: _____

Print or type name: _____

Title: _____

(Enter "manager" or "member")

Date signed: _____

Note: The sale or offer for sale of membership interests of the limited liability company will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B). The membership interests of the limited liability company: 1) have been registered or when offered will be registered under RSA 421-B; 2) are exempted or when offered will be exempted under RSA 421-B; 3) are or will be offered in a transaction exempted from registration under RSA 421-B; 4) are not securities under RSA 421-B; OR 5) are federal covered securities under RSA 421-B. The statement above shall not by itself constitute a registration or a notice of exemption from registration of securities within the meaning of sections 448 and 461(i)(3) of the United States Internal Revenue Code and the regulation promulgated thereunder.

* The document shall be signed by a "manager" and if there is no manager, by a "member" or see RSA 304-C:28 V for alternative signatures.

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