

490.933 Articles of conversion — effectiveness.

1. Articles of conversion shall be signed by the converting entity after either a plan of conversion of a domestic corporation has been adopted and approved as required by [this chapter](#) or a domestic or foreign eligible entity that is the converting entity has approved a conversion as required under its organic law. The articles of conversion must do all of the following:

a. State the name, jurisdiction of formation, and type of entity of the converting entity.

b. State the name, jurisdiction of formation, and type of entity of the converted entity.

c. (1) If the converting entity is a domestic corporation, state that the plan of conversion was approved in accordance with [this part](#).

(2) If the converting entity is an eligible entity, state that the conversion was approved by the eligible entity in accordance with its organic law.

(3) If the converting entity is a domestic eligible entity the organic law of which does not provide for approval of the conversion, state that the conversion was approved by the domestic eligible entity in accordance with [this part](#).

d. (1) If the converted entity is a domestic business corporation, or a domestic nonprofit corporation or filing entity, have attached the public organic record of the converted entity, except that provisions that would not be required to be included in a restated public organic record may be omitted.

(2) If the converted entity is a domestic limited liability partnership, have attached the filing required to become a limited liability partnership.

2. If the converted entity is a domestic corporation, its articles of incorporation must satisfy the requirements of [section 490.202](#), except that provisions that would not be required to be included in restated articles of incorporation may be omitted from the articles of incorporation. If the converted entity is a domestic eligible entity, its public organic record, if any, must satisfy the requirements of the organic law of this state, except that the public organic record does not need to be signed.

3. The articles of conversion shall be delivered to the secretary of state for filing, and shall take effect at the effective date determined in accordance with [section 490.123](#).

4. If a converted entity is a domestic entity, the conversion becomes effective when the articles of conversion are effective. With respect to a conversion in which the converted entity is a foreign eligible entity, the conversion itself shall become effective at the later of the following:

a. The date and time provided by the organic law of that eligible entity.

b. When the articles of conversion become effective.

5. Articles of conversion under [this section](#) may be combined with any required conversion filing under the organic law of a domestic eligible entity that is the converting entity or converted entity if the combined filing satisfies the requirements of both [this section](#) and the other organic law.

6. If the converting entity is a foreign eligible entity that is registered to do business in this state under a provision of law similar to [subchapter XV](#), its registration statement or other type of foreign qualification shall be canceled automatically on the effective date of its conversion.

2021 Acts, ch 165, §137, 230

Section effective January 1, 2022; 2021 Acts, ch 165, §230
NEW section