**Instructions**

***for converting Florida for-profit corporation***

***into a Florida limited liability company (LLC)***

**Who should Use These Documents**

* Often an individual sole proprietor, without the advice of a lawyer, will go to the the Florida Department of State's "sunbiz" website and fill out an on-line form to create "articles of incorporation" to create a new for-profit corporation paying the fee with a credit card.
* Typically such persons will never complete the initial organization of the corporation by taking the required steps of appointing directors, having an initial directors meeting, issuing stock, appointing officers, creating a minute book, etc.
* Essentially this type of corporation ends up being managed and operated as if it were a single member LLC. As a result, little in the way of liability protection is provided by such entities when challenged by a determined creditor seeking the "pierce the corporate veil" through the courts. Such persons would have been much better off if they had initially incorporated an LLC rather than a corporation.

**Summary of Conversion Steps**

* The corporation's board of directors must first adopt a "Plan of Conversions"
* The corporation must then file "Articles of Conversion" with LLC "Articles of Organization" attached. A form "cover letter" should be included with the mailing (providing the State with basic contact information)

**Documents and Instructions**

* "**Plan of Conversion"**
  + this document is suitable for a Corporation intended to have a single stockholder but where the stock has never actually been issued (meaning that it is controlled by the initial "incorporator"
  + This document can also be used (with some tweaking) if stock has actually been issued to a sole stockholder
  + This document is **NOT** suitable for a corporation with multiple stockholders unless it has first been carefully edited.
* **"Articles of Conversion"**
  + Attach the "Articles of Organization" (for the resulting LLC) prior to filing with the State.
* **Chapter 605.1045 Florida Statutes** - the statute governing conversions