**Plan of Conversion**

**By Which**

**<<\*\*name of converting corporation\*\*>>**

**Will Convert Into**

**<<\*\*name of resulting LLC\*\*>>**

WHEREAS <<name of converting corporation>> a Florida corporation, plans to convert to a Florida limited liability company subject to filing of a Articles of Conversion with the Florida Department of State, and

WHEREAS, Chapter 605 of Florida Statutes requires that <<\*\*name of converting corporation\*\*>> adopt a Plan of Conversion

NOW THEREFORE, <<\*\* name of converting corporation\*\*>> hereby sets forth the details its conversion into <<\*\*name of resulting LLC\*\*>> a Florida limited liability company in this Plan of Conversion

**I. RECITALS**

A. The "Constituent" and "Resulting" Entities:

1. <<\*\*name of converting corporation\*\*>> (the “Constituent Entity”) is a Florida profit corporation .

2. <<\*\*name of resulting LLC\*\*>> (the “Resulting Entity”) shall be a Florida limited liability company having been created on behalf of the Constituent Entity for the purposes of reorganizing the Company’s structure.

B. The Capital of the Parties:

1. The Constituent Entity has issued no stock. The name of the sole incorporator is <<\*\*enter name\*\*>> ("Incorporator").

2. The Resulting Entity shall have a single member. The sole member of the Resulting Entity shall be the Incorporator.

C. The Decision to Convert to a Florida Corporation:

1. With his or her signature below the undersigned Incorporator approves this Plan of Conversion.

**II. PLAN OF CONVERSION**

A. Converting the corporation to a limited liability company. The Constituent Entity and the Resulting Entity are hereby converted for the purposes of reorganizing the company structure such that immediately following the conversion, the Florida corporation shall become a Florida limited liability company

1. The Constituent Entity: <<\*\*name of converting corporation\*\*>> will convert into and thereafter be <<\*\*name of resulting LLC\*\*>>. The Constituent Entity will retain its company’s personality and will continue its business uninterrupted, in and through, and only in and through the Florida Corporation.

2. Conversion of Ownership Interest: The Incoporator shall become the sole member of the <<\*\*name of resulting LLC\*\*>>

3. Effective Date: This Plan of Conversion shall become effective immediately upon approval and adoption by the parties hereto, in the manner provided by the law of its place of incorporation and its corporate forms that are required to be filed, the time of such effectiveness being called the effective date hereof.

4. Surviving Entity: <<\*\*name of resulting LLC\*\*>> shall survive the reorganization after the Conversion while maintaining the operational history of <<\*\*name of converting corporation\*\*>> before the Conversion, and with the management, duties and contractual relationships unchanged by the Conversion and with all of its property unchanged.

THIS PLAN OF CONVERSION hereby is executed by the Constituent Entity

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

signature

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legibly print name & title