

NJ DIVISION OF REVENUE AND ENTERPRISE SERVICES
CERTIFICATE OF CONVERSION/DOMESTICATION
Form CD-100
(For Use When Resulting Business will be a NJ Entity)

Read the attached notice and instructions before filing.

(Select one) Conversion Domestication Both Conversion and Domestication

PART 1 - Conversion/Domestication Certificate

Transaction Type (Select one transaction type):

- | | | |
|--|--|---|
| <input type="checkbox"/> NJ Corp to NJ LLC | <input type="checkbox"/> NJ LLC to NJ Corp | <input type="checkbox"/> Foreign Corp to NJ LLC |
| <input type="checkbox"/> Foreign Corp to NJ Corp | <input type="checkbox"/> Foreign LLC to NJ LLC | <input type="checkbox"/> Foreign LLC to NJ Corp |
| <input type="checkbox"/> Other (Specify) _____ | | |

10 Digit ID of Converting Business: Jurisdiction of **Converting** Business:

Name of Converting Business:
(Name Before Transaction)

Name of Converted Business:
(Name After Transaction)

Purpose of the Resulting Business:

Original Filing Date in Home Jurisdiction: Effective Date:

Registered Agent: Address:

The undersigned attest that this plan of conversion was approved in accordance with the applicable NJ laws (and other state law(s) if applicable) and in accordance with the documents that govern the management of the business. List the statutory provisions that apply (Optional):

Attach any additional documentation relating to the conversion/domestication (Optional).

Signature: _____ Date: _____

Print Name: _____ Title: _____

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PART 2 – Certification of Incorporation or Formation Pursuant to Conversion/Domestication

Business Name (Name after the Conversion/Domestication):

Purpose:

Effective Date:

Registered Agent: Address:

Use the following fields if the resulting entity is a domestic (NJ) corporation

Incorporator Name: Incorporator Address:

Board of Directors (Attach sheet with information if there are more than 3):

Name(s)	Address(es)
<input style="width: 340px; height: 25px;" type="text"/>	<input style="width: 360px; height: 25px;" type="text"/>
<input style="width: 340px; height: 25px;" type="text"/>	<input style="width: 360px; height: 25px;" type="text"/>
<input style="width: 340px; height: 25px;" type="text"/>	<input style="width: 360px; height: 25px;" type="text"/>

Stock (list total shares.):

Enter or attach any additional provisions that apply to the business. (Optional)

Signature: _____ Date: _____

Print Name: _____ Title: _____

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Notice and Instructions

Use this form to file for a conversion or domestication in which **the resulting business will be a New Jersey entity** pursuant to the NJ Business Corporation Act or NJ Uniform Limited Liability Company Act as applicable. The filed certificate satisfies the requirement for the converted entity's certificate of incorporation or formation, as applicable.

Do not use this form if the resulting entity: 1) intends to cease business operations in New Jersey (file the appropriate dissolution/termination or withdrawal form instead); or 2) wishes to continue business operations as a Non-NJ (Foreign) entity (use Form CD-101 instead). Likewise, do not use this form for converting a non-profit corporation to a for-profit corporation. See the guidelines for non-profit corporation conversions. (N.J.S.A. 15A:1-4)

Note that this form is provided as a convenience to the business community. It does not constitute legal advice.

Filing Fee -- \$75

PART 1

Transaction Type: Select a transaction type based on the desired conversion/domestication action desired. Note that NJ law currently provides conversion/domestication pathways for LLCs and for profit corporations, but at this time, not limited partnerships, limited liability partnerships or general partnerships. For specialized conversions of non-profit corporations to for-profit corporations, see our informational page. (N.J.S.A. 15A:1-4)

10 Digit ID of Converting/Domesticating Business: Enter the 10-digit number assigned to the business by the Division. Visit the Division's web site at <https://www.njportal.com/DOR/businessrecords/> to obtain the business names and IDs. If the converting business is an unauthorized foreign entity, leave this field blank.

Jurisdiction of Converting/Domesticating Business: Enter the jurisdiction. For these filings, New Jersey is the correct jurisdiction.

Name of Converting/Domesticating Business (Name Before Transaction): Enter the name shown on the Division's records. Visit the Division's web site at <https://www.njportal.com/DOR/businessrecords/> to obtain the business names and IDs.

Name of Converted Business (Name After Transaction): Enter the name of the converted/domesticated (resulting) business. Be sure to use the correct designator.

Business Purpose: List the business purpose of the converted/domesticated (resulting) business. The general purpose description suffices. Provide a more detailed description if desired.

Original Filing Date in Home Jurisdiction: Enter the date **only if the converting business is an unauthorized foreign entity**.

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Effective Date: Leave the field blank if the desire is to have the transaction effective as of the date of filing by the Division. Alternately, enter a future date of not more than ninety (90) days from the date of submittal of the filing form to the Division.

Registered Agent and Office Address: Enter the name of the registered agent and the registered agent office address www.nj.gov/njbgs.

Incorporator Name/Address: If applicable, list the name and address of the individual serving as the incorporator.

Board of Directors: If applicable, list the names and addresses of the current board of directors.

Attachments: Attach any relevant language and/or provisions that the business wishes to have reflected on the public record.

Signature: Provide the name, signature title and date of signature(s) of the person executing the filing. Ensure that the authorized party(ies) sign as per the applicable statute.

PART 2

Business Name: Enter the name of the converted/domesticated (resulting) business. Be sure to use the correct designator.

Purpose: List the business purpose of the converted/domesticated (resulting) business. The general purpose description suffices. Provide a more detailed description if desired.

Effective Date: Leave the field blank if the desire is to have the transaction effective as of the date of filing by the Division. Alternately, enter a future date of not more than ninety (90) days from the date of submittal of the filing form to the Division.

Registered Agent and Office Address: Enter the name of the registered agent and the registered agent office address www.nj.gov/njbgs. (Step-by-Step videos are available on the Division's webpage. Online Formation video discusses Registered Agent information)

Incorporator Name/Address: If applicable, list the name and address of the individual serving as the incorporator.

Stock: Domestic for-profit corporations only, list total shares.

Board of Directors: If applicable, list the names and addresses of the current board of directors.

Attachments/Additional Entries: Enter or attach any additional provisions that apply to the business. (Optional)

Signature: Provide the name, signature title and date of signature(s) of the person executing the filing. Ensure that the authorized party(ies) sign as per the applicable statute.

Make checks payable to: Treasurer, State of New Jersey. (No cash, please)

Mail to: NJ Division of Revenue and Enterprise Services, PO Box 308, Trenton, NJ 08646-0308

FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above)