



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

INSTRUCTIONS

ARTICLES OF NONPROFIT CONVERSION

Filing Fee: \$100.00

Articles of nonprofit conversion may be filed using one of the following methods:

- **Paper submission:** A blank application may be obtained by going to <http://www.tn.gov/sos/forms/ss-4614.pdf>, by emailing the Secretary of State at Business.Services@tn.gov, or by calling (615) 741-2286. Articles must be hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank articles of nonprofit conversion form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

Articles of nonprofit conversion must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

Please note that the converting corporation must have a status of "active" in order to file articles of nonprofit conversion. Furthermore, if the converting corporation is currently due to file an annual report with the Secretary of State at the time of filing, it must file the annual report before the Division of Business Services can file the articles of nonprofit conversion. **If the corporation does not have a status of "active" and/or owes an annual report and submits articles of nonprofit conversion without submitting the annual report, the articles of nonprofit conversion will be rejected.**

Articles of nonprofit conversion set forth the items required under T.C.A. § 48-21-118.

ARTICLES OF NONPROFIT CONVERSION

1. **Name of corporation immediately before the filing of the articles of nonprofit conversion** – Enter the name of the for-profit corporation that is converting to a nonprofit corporation.

Secretary of State Control Number – Enter the Secretary of State control number of the for-profit corporation. To determine the corporation's control number, search for the corporation's details online using the Division of Business Services Business Information Search function (<http://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>).

Name of corporation after conversion – Enter the name of the nonprofit corporation after conversion. The name must satisfy the provisions of T.C.A. § 48-54-101. If the corporation's name satisfied the provisions of

T.C.A. § 48-54-101 prior to conversion, the name does not have to be changed in order for the for-profit corporation to convert to a nonprofit corporation.

If the new name contains the word “bank”, “banks”, “banking”, “credit union” or “trust”, written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

If the new name contains the phrase “insurance company”, written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

2. ***The plan of nonprofit conversion was duly approved by the shareholders in the manner required by this chapter and the charter*** - By signing the articles of nonprofit conversion, the signer acknowledges the statement to be true.
3. ***Attached is the charter, except that provisions that would not be required to be included in a charter of a domestic nonprofit corporation may be omitted*** – Articles of nonprofit conversion must be accompanied by the charter of the new Tennessee nonprofit corporation. A nonprofit corporation charter form may be obtained at <http://www.tn.gov/sos/forms/ss-4418.pdf>.
4. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is*** – If the conversion is to take place upon a future date, enter the future date. In no event can the future date be more than ninety calendar days from the filing of the articles of entity conversion.

SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the document will result in the document being rejected.**
- Type or Print Name. **Failure to type or print the signature name will result in the document being rejected.**
- Type or Print Signer’s Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer’s capacity will result in the document being rejected.**

FILING FEE

- The filing fee for articles of nonprofit conversion is \$100.00.

Please note that the filing fee for the accompanying nonprofit corporation charter must be tendered along with the fee for the articles of nonprofit conversion. **Failure to tender the fee for each submitted document will result in all documents being rejected.**

- Make check, cashier’s check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier’s checks or money orders made out to any other payee than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**

ARTICLES OF NONPROFIT CONVERSION (ss-4614)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
 312 Rosa L. Parks AVE, 6th Fl.
 Nashville, TN 37243-1102
 (615) 741-2286
 Filing Fee: \$100.00

For Office Use Only

Pursuant to the provisions of T.C.A. §48-21-118 of the Tennessee Business Corporation Act, the undersigned hereby submits these articles of nonprofit conversion:

1. Name of the corporation immediately before the filing of the articles of nonprofit conversion:

Secretary of State Control Number: _____

Name of corporation after conversion: _____

2. The plan of nonprofit conversion was duly approved by the shareholders in the manner required by this chapter and the charter.

3. Attached is the charter, except that provisions that would not be required to be included in a charter of a domestic nonprofit corporation may be omitted.

4. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

****Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.***

 Signature Date

 Signature

 Signer's Capacity

 Name (printed or typed)

Submitter Information: Name: _____ Phone #: (_____) _____