State of North Carolina
Department of the Secretary of State

ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION

Pursuant to §§ 57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company.

1. The name of the limited liability company is: _______________________________________________.
The limited liability company is being formed pursuant to a conversion of another business entity.

2. The name of the converting business entity is _______________________________________________
and the organization and internal affairs of the converting business entity are governed by the laws of
the state or country of _________________________________________________________________.
A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a (check one): □ domestic corporation; □ foreign corporation; □ foreign limited liability company; □ domestic limited partnership;
□ foreign limited partnership; □ domestic registered limited liability partnership;
□ foreign limited liability partnership; or □ other partnership as defined in G.S. 59-36, whether or not
formed under the laws of North Carolina.

4. If the limited liability company is to dissolve by a specific date, the latest date on which the limited liability company is to dissolve: (If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company.) ____________________________________________________

5. The name and address of each person executing these articles of organization is as follows: (State whether each person is executing these articles of organization in the capacity of a member, organizer or both).

6. The street address and county of the initial registered office of the limited liability company is:

   Number and Street ________________________________________________________________

   City, State, Zip Code __________________________________ County __________

7. The mailing address, if different from the street address, of the initial registered office is:

   ________________________________________________________________

8. The name of the initial registered agent is: ____________________________________________
9. Principal office information: (Select either a or b.)
   a. ☐ The limited liability company has a principal office.
      • The street address and county of the principal office of the limited liability company is:
        Number and Street_____________________________________________________________________
        City, State, Zip Code_____________________________________________County________________
      • The mailing address, if different from the street address, of the principal office of the limited liability company is:
        _________________________________________________________________________
        _________________________________________________________________________
   b. ☐ The limited liability company does not have a principal office.

10. Check one of the following:
    ☐ (i) Member-managed LLC: all members by virtue of their status as members shall be managers of this limited liability company.
    ☐ (ii) Manager-managed LLC: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

11. Any other provisions which the limited liability company elects to include are attached.

12. These articles will be effective upon filing, unless a date and/or time is specified:
    ______________________________________
    This is the____ day of _______________, 20______.
    ______________________________________
    _________________________________
    Signature
    ______________________________________
    Type or Print Name and Title

NOTES:
1. Filing fee is $125. This document must be filed with the Secretary of State.
Instructions for Filing

ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION
(Form L-01A)

Item 1  Enter the complete company name, which must include a limited liability company ending required by N.C.G.S. § 55D-20 (limited liability company, L.L.C., ltd. liability co., limited liability co., or ltd. liability company).

Item 2  Enter the complete name of the business entity that is converting to a limited liability company. Also, enter the name of the state or country that governs the organization and internal affairs of the converting business entity.

Item 3  Identify what type of business entity is converting to a limited liability company.

Item 4  Enter the latest date on which the limited liability company may dissolve. If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company. (See N.C.G.S §57C-2-30)

Item 5  Enter the name and address of each person who executes the articles of organization and whether they are executing them in the capacity of a member or of an organizer or both. You must state "member," "organizer" or "member and organizer". Unless the articles of organization provide otherwise, each person executing the articles of organization in the capacity of a member of the limited liability company becomes a member at the time that the filing by the Secretary of State of the articles of organization of the limited liability company becomes effective. (See N.C.G.S. § 57C-3-01)

Item 6  Enter the complete street address of the registered office and the county in which it is located.

Item 7  Enter the complete mailing address of the registered office only if mail is not delivered to the street address shown in Item 6 or if the registered agent prefers to have mail delivered to a P.O. Box or Drawer.

Item 8  Enter the name of the registered agent. The registered agent must be either an individual who resides in North Carolina; a domestic business corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office; or a foreign corporation, nonprofit corporation or limited liability company authorized to transact business or conduct affairs in North Carolina whose business office is identical with the registered office.

Item 9  Select item “a” if the limited liability company has a principal office. Enter the complete street address of the principal office and the county in which it is located. If mail is not delivered to the street address of the principal office or if you prefer to receive mail at a P.O. Box or Drawer, enter the complete mailing address of the principal office. Select item “b” if the limited liability company does not have a principal office.

Item 10 Unless the articles of organization provide otherwise, all members shall be managers of the LLC, together with any other persons designated as managers in, or in accordance with, the articles of organization or the LLC’s written operating agreement. If the articles of organization provide that all members are not necessarily managers by virtue of their status as members, then those persons designated as managers in, or in accordance with, the articles of organization or the written operating agreement shall manage the LLC, except for such period during which no designation has been made or is in effect, in which case all members shall be managers.

Item 11 N.C.G.S. §57C-2-21(b) states that the articles of organization may contain any provision not inconsistent with law, including any matter that under Chapter 57C is permitted to be set forth in a limited liability company’s operating agreement. The name and address of each of the initial members of the limited liability company may be stated as an attachment. Unless the articles of organization provide otherwise, each person who is named in the articles of organization as a member of the limited liability company becomes a member at the time that the filing by the Secretary of State of the articles of organization of the limited liability company becomes effective. (See N.C.G.S. § 57C-3-01)

Item 12 The document will be effective on the date and at the time of filing, unless a delayed date or an effective time (on the day of filing) is specified. If a delayed effective date is specified without a time, the document will be effective at 11:59:59 p.m. Raleigh, North Carolina time on the day specified. If a delayed effective date is specified, the document will be effective on the day and at the time specified. A delayed effective date may be specified up to and including the 90th day after the day of filing.

Date and Execution
Enter the date the document was executed.
In the blanks provided enter:
• The name of the converting business entity executing the Articles of Organization.
• The signature of the representative of the organizing entity.
• The name of the above-signed representative.
• The title of the entity executing the Articles of Organization (i.e. Organizer, Member or both)
• The document may, but need not, contain an acknowledgment, verification, or proof.

ATTENTION: Limited liability companies wishing to render a professional service as defined in N.C.G.S. §55B-2(6) shall contact the appropriate North Carolina licensing board to determine whether compliance with additional licensing requirements may be mandated by law. Such limited liability companies should consult N.C.G.S. §57C-2-01 for further details.