

Instructions for Completing the Articles of Incorporation with Statement of Conversion - Foreign Entity to a California Stock Corporation

(Form CONV FE-GS)

If permitted in the foreign state or country where it is organized, a foreign entity can convert to a California stock corporation by filing Articles of Incorporation with Statement of Conversion – Foreign Entity to a California Stock Corporation (Form CONV FE-GS).

- Form CONV FE-GS has been created for ease in filing, however, you can compose your own document, provided it meets statutory requirements.
- This form **only** can be used for a **foreign entity** converting to a California stock corporation.
- The converting entity must be authorized by the laws in the foreign state or country where it is organized to effect the conversion.
- If the foreign entity is qualified to transact business in California, the foreign entity must be active on the records of the California Secretary of State. To check the status of the foreign entity in California, go to BusinessSearch.sos.ca.gov.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional article provisions for the corporation are needed.

Fees:

- **Filing Fee:** The fee for filing the Articles of Incorporation with Statement of Conversion – Foreign Entity to a California Stock Corporation (Form CONV FE-GS) is **\$150.00**.
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of an additional \$5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

Processing Dates: For current processing dates, go to www.sos.ca.gov/business/be/processing-dates.

Reminder: All Filings and Contents are Available to the Public

Filings and information contained in filings you submit to the Secretary of State are public record, including names, phone numbers, email addresses, and mailing and street addresses, except as provided in statutes. To avoid issues related to identity theft you should avoid using and submitting confidential information in public filings unless specifically required by statute. The public can view information and download documents contained in the Secretary of State's electronic records using digital search tools and information posted on the Secretary of State's website. Also, please note that individuals and private companies use this public information to create third party access to these records.

For more information about privacy, please consult our [FAQs Personal Information in Public Filings](#). More information on accessing public records is available through the Secretary of State's [Guidelines for Access to Public Records](#).

Type or legibly print in black or blue ink.

Complete the Articles of Incorporation with Statement of Conversion – Foreign Entity to a California Stock Corporation (Form CONV FE-GS) as follows:

Item	Instruction	Tips
1.	Enter the proposed name of the converted (new) California corporation exactly as it is to appear on the records of the California Secretary of State.	<ul style="list-style-type: none"> • There are legal limitations on what name can be used for the corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form CONV FE-GS, go to www.sos.ca.gov/business/be/name-reservations. • A name reservation is not required to submit Form CONV FE-GS. • A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to www.sos.ca.gov/business/be/name-reservations.
2a.	Enter the complete street address, city, state and zip code of the converted (new) California corporation's initial address.	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city, state and zip code. • Address must be a physical address. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
2b.	If different from the address in Item 2a, enter the converted (new) California corporation's initial mailing address.	<ul style="list-style-type: none"> • This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity. • Do not abbreviate the name of the city.
3.	<p>The corporation must have an Agent for Service of Process.</p> <p>There are two types of Agents that can be named:</p> <ul style="list-style-type: none"> • an individual (e.g. officer, director, or any other individual) who resides in California with a physical California street address; OR • a registered corporate agent qualified with the California Secretary of State. 	<ul style="list-style-type: none"> • An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the corporation. • You must provide information for either an individual OR a registered corporate agent, not both. • If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.

Item	Instruction	Tips
3a & b.	<p>If Individual Agent:</p> <ul style="list-style-type: none"> • Enter the name of the initial agent for service of process and the agent's complete California street address, city and zip code. • If an individual is designated as the initial agent, complete Items 3a and 3b ONLY. Do not complete Item 3c. 	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. • Many times, a small corporation will designate an officer or director as the agent for service of process. • The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the corporation provided in filings made with the California Secretary of State.)
3c.	<p>If Registered Corporate Agent:</p> <ul style="list-style-type: none"> • Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California. • If a registered corporate agent is designated as the initial agent, complete Item 3c ONLY. Do not complete Items 3a and 3b. 	<ul style="list-style-type: none"> • Before a corporation is designated as agent for another corporation, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the corporation. • Advance approval must be obtained from a registered corporate agent prior to designating that corporation as your agent for service of process. • No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. • Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businesssearch.sos.ca.gov/cbs/List1505Agents. • A corporation cannot name itself as agent.
4.	<p>Enter the number of shares the California corporation is authorized to issue. Do not leave blank or enter zero (0).</p>	<ul style="list-style-type: none"> • The corporation must authorize at least 1 share but can authorize any number of shares. • This form may be used only for a single class of shares. If the corporation needs a multiple class of shares structure, you must compose your own Articles of Incorporation with Statement of Conversion. • Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Financial Protection and Innovation. For more information, go to dfpi.ca.gov or call the California Department of Financial Protection and Innovation at (866) 275-2677.
5.	<p>The purpose statement is required. Do not alter.</p>	
6a.	<p>Enter the name of the foreign entity converting to a California stock corporation.</p>	<ul style="list-style-type: none"> • If the foreign entity is qualified to transact business in California, enter the name of the foreign entity converting into a California stock corporation exactly as it appears on the records of the Secretary of State.

Item	Instruction	Tips
		<ul style="list-style-type: none"> • To ensure you have the exact name of the foreign entity as registered with the Secretary of State, look to the registration document and any name change amendments. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your foreign entity correctly, including the jurisdiction that matches your foreign entity.
6b.	If qualified, enter the California Secretary of State Entity Number for the foreign entity.	<ul style="list-style-type: none"> • The Entity (File) Number is provided by the Secretary of State on the foreign entity's registration document filed with the California Secretary of State. • To ensure you have the correct Entity Number of the foreign entity, look to your registration document filed with the California Secretary of State. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your foreign entity correctly, including the jurisdiction that matches your foreign entity.
6c.	The conversion statement is required. Do not alter.	
7.	The Articles of Incorporation with Statement of Conversion must be signed as required in the foreign state or country where the entity is organized, who will be treated as the incorporator(s).	<ul style="list-style-type: none"> • If you need more space for signatures: <ul style="list-style-type: none"> – Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form CONV FE-GS and attach the extra page(s) to the completed Form CONV FE-GS.

Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note: the Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: General statutory filing provisions are found in Sections [200-202 et seq.](#) and [1150 et seq.](#) All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information must be filed with the California Secretary of State within 90 days **after** filing the Articles of Incorporation and **every year** thereafter during the [applicable filing period](#) (Section [1502](#)). A Statement of Information can be filed online at bizfile.sos.ca.gov or by submitting Form SI-550.

Minimum Tax Requirement: Most corporations must pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section [23153](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.html>.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources.

Note: The California Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation.



Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In person submissions: \$15 handling fee; do not include a \$15 handling fee when submitting documents by mail.
- Standard processing time for submissions to this office is approximately 5 business days from receipt. All submissions are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-dates.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company: _____

Address: _____

City/State/Zip: [_____]

Secretary of State Use Only	
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AMT REC'D:	\$



Secretary of State
Articles of Incorporation with Statement of Conversion – Foreign Entity to a California Stock Corporation

CONV FE-GS

IMPORTANT — [Read Instructions](#) before completing this form. **Filing Fee – \$150.00**

Copy Fees – First page \$1.00; each attachment page \$0.50; Certification Fee - \$5.00

Note: Most corporations have to pay a minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

This Space For Office Use Only

1. Name of Converted California Corporation (Go to www.sos.ca.gov/business/be/name-reservations for general corporate name requirements and restrictions.)

The name of the **converted** California corporation is _____

2. Business Addresses of the Converted California Corporation (Enter the **complete** business addresses.)

a. Initial Street Address of Corporation - Do not list a P.O. Box.	City (no abbreviations)	State	Zip Code
b. Initial Mailing Address of Corporation, if different than item 2a.	City (no abbreviations)	State	Zip Code

3. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 3a and 3b only. Must include agent’s full name and California street address.

a. California Agent’s First Name (if agent is not a corporation).	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box.	City (no abbreviations)	State CA	Zip Code

CORPORATION – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent’s Name (if agent is a corporation) – Do not complete Item 3a or 3b.

4. Shares (Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

This corporation is authorized to issue only one class of shares of stock.
 The total number of shares which this corporation is authorized to issue is _____.

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**Articles of Incorporation with Statement of Conversion
Foreign Entity to a California Stock Corporation
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5. Purpose Statement (Do not alter the Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

6. Statement of Conversion for Foreign Entity

6a. The name of the **converting** foreign entity is _____

It is a _____

Type of foreign entity

formed in _____

Jurisdiction of organization of converting foreign entity

6b. The foreign entity's California Secretary of State Entity Number (if qualified) is _____.

6c. The foreign entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

7. Sign Below. Do not use computer generated signature. ([See instructions](#) for signature requirements.)

Additional article provisions set forth on attached pages, if any, are incorporated herein by reference and made part of this Form CONV FE-GS. (All attachments should be 8 ½ x 11, one-sided, legible and clearly marked as an attachment to this Form CONV FE-GS.)

Signature of Authorized Person as Incorporator

Type or Print Name

Signature of Authorized Person as Incorporator

Type or Print Name