

Topic: Foreign Entity Conversion

Question by: Kristyne KH. Tanaka

Jurisdiction: Hawaii

Date: March 29, 2021

Jurisdiction	Question(s)
	<p>How does your office handle a foreign entity to another foreign entity conversion?                      In Hawaii, we do not have provisions in our laws for a foreign entity to convert to another foreign entity. For example, if a Virginia corporation converted to Virginia LLC, we would advise the Virginia corporation to file a withdrawal application.                      If the new converted entity will transact business in Hawaii, then this entity would file the appropriate registration documents.</p>
<b>Manitoba</b>	
<b>Corporations Canada</b>	
<b>Alabama</b>	
<b>Alaska</b>	
<b>Arizona</b>	
<b>Arkansas</b>	
<b>California</b>	
<b>Colorado</b>	
<b>Connecticut</b>	
<b>Delaware</b>	
<b>District of Columbia</b>	<p>We have those types of filings in DC. We use either foreign registration transfer or amended registration application process to reflect it on our record.                       We used to follow the same process as HI before 2012 revamp of our corporate laws.</p>
<b>Florida</b>	
<b>Georgia</b>	
<b>Hawaii</b>	
<b>Idaho</b>	
<b>Illinois</b>	

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<b>Indiana</b>	
<b>Iowa</b>	
<b>Kansas</b>	
<b>Kentucky</b>	
<b>Louisiana</b>	<p>For a foreign to foreign conversion, they would be required to file an Amended Application for Authority, along with a 1-pg certificate, evidencing the conversion (if the state does not provide a certificate, we will take a certified copy of the documents).</p>
<b>Maine</b>	
<b>Maryland</b>	
<b>Massachusetts</b>	<p>Massachusetts General Laws provide the foreign corporation the authority to transfer its authority to the resulting foreign LLC. The foreign entity would file a transfer of authority, supplying the foreign registration for the resulting LLC in one transaction.</p> <p>However, the General Laws do not provide the foreign LLC converting to a foreign corporation the same authority. In this instance, the LLC would withdraw and the new resulting corporation would file its registration.</p>
<b>Michigan</b>	
<b>Minnesota</b>	
<b>Mississippi</b>	
<b>Missouri</b>	
<b>Montana</b>	
<b>Nebraska</b>	
<b>Nevada</b>	<p>In Nevada, it is very similar. If the entity is transacting business here and intends to continue doing so, they would file a conversion out and a conversion in, with an officer's statement and new registration documents.</p>
<b>New Hampshire</b>	<p>In New Hampshire, if a foreign-qualified Virginia corporation converted to a Virginia LLC, we would require them to file a certified copy of the Conversion, along with a new Application for Foreign LLC Registration.</p>
<b>New Jersey</b>	
<b>New Mexico</b>	

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<b>New York</b>	
<b>North Carolina</b>	<p>North Carolina is very similar to Hawaii, the foreign entity would file an Application for Certificate of Withdrawal by Reason of Merger, Consolidation or Conversion and then the resulting business entity would file an Application for Cert. of Authority if it will still be transacting business in North Carolina.</p>
<b>North Dakota</b>	
<b>Ohio</b>	<p>In Ohio we would suggest the file an amendment of their foreign registration to indicate a new jurisdiction.</p>
<b>Oklahoma</b>	
<b>Oregon</b>	
<b>Pennsylvania</b>	<p>In Pennsylvania, we have the concept of the Transfer of Foreign Registration, which is much less unwieldy than what you describe.</p> <p>If a registered foreign association merges into a nonregistered foreign association or converts to a foreign association required to register with the department to do business in this Commonwealth, it files a Transfer of Registration&lt;<a href="https://www.dos.pa.gov/BusinessCharities/Business/RegistrationForms/Documents/Updated%202017%20Registration%20Forms/Foreign%20Associations/15-418%20Transfer%20of%20Foreign%20Registration.pdf">https://www.dos.pa.gov/BusinessCharities/Business/RegistrationForms/Documents/Updated%202017%20Registration%20Forms/Foreign%20Associations/15-418%20Transfer%20of%20Foreign%20Registration.pdf</a>&gt; [DSCB:15-418]. It tell us what it was and what it became. When the Transfer of Registration takes effect, the registration of the registered foreign association to do business in PA is transferred without interruption to the association into which it has merged or to which it has been converted.</p> <p>One filing to update the records. We change the profile (foreign corp to foreign LLC, in your example) and name if appropriate and we are done.</p> <p>This was added to our law in 2014 and is patterned after Uniform Business Organizations Code (2011) (Last Amended 2013) ? 1-510. The purpose of this section is to clarify the status of the registered foreign association in the public records of the Department of State. A filing under this section has the two-fold effect of canceling the authority of the foreign association to do business in Pennsylvania while at the same time reregistering it as the new type of foreign association. If the reregistered foreign association subsequently wishes to terminate its registration to do business, it may do so under 15 Pa.C.S. ? 419.</p>
<b>Rhode Island</b>	
<b>South Carolina</b>	
<b>South Dakota</b>	

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<b>Tennessee</b>	
<b>Texas</b>	
<b>Utah</b>	
<b>Vermont</b>	
<b>Virginia</b>	<p>Our laws make a distinction between a domestication, where an entity changes its jurisdiction of formation but not its entity type, and a conversion, which entails a change of entity type, regardless of whether there was a change of jurisdiction.</p> <p>If a registered foreign entity changes its jurisdiction of formation but not its entity type, it merely files an amended application to list the new jurisdiction.</p> <p>If a registered foreign entity changes its entity type and the resulting entity will transact business in Virginia, the resulting entity files an application for the new entity type with a certified copy of the conversion instrument. The resulting entity's application also will (should) list the prior registration, and we change the status of the prior record to "Converted," making a reference note to the resulting entity's new record. (We should probably have one record for the entity that contains both registrations, but we're not there, yet.)</p> <p>If the resulting entity will not be transacting business in Virginia, it must file on the active record (i) the conversion instrument and (ii) a withdrawal. When these filings are made, the status of the record is changed to Withdrawn-Converted.</p> <p>The statute related to conversions by a registered foreign corporation is Section 13.1-766.2&lt;<a href="https://law.lis.virginia.gov/vacode/13.1-766.2/">https://law.lis.virginia.gov/vacode/13.1-766.2/</a>&gt; of the Code of Virginia.</p>
<b>Washington</b>	<p>In WA State an entity can redomesticate/convert to WA if the home jurisdiction allows for it to convert out. They would keep their licenses and history but reflect as domestic.</p> <p>If they are registered in WA as a foreign entity, and they convert in their home jurisdiction, they would file an amendment to the foreign registration along with a new certificate showing the changes. Also keeping their licenses and history.</p>
<b>West Virginia</b>	
<b>Wisconsin</b>	
<b>Wyoming</b>	

**Additional comments:**

**Full text of email:**

Hi,

How does your office handle a foreign entity to another foreign entity conversion?

In Hawaii, we do not have provisions in our laws for a foreign entity to convert to another foreign entity. For example, if a Virginia corporation converted to Virginia LLC, we would advise the Virginia corporation to file a withdrawal application.

If the new converted entity will transact business in Hawaii, then this entity would file the appropriate registration documents.

Aloha,

Kristyne Tanaka

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