



Information on Converting a Foreign Entity to a Texas Filing Entity

This information is not a substitute for the advice and services of an attorney and tax specialist.

The [Texas Business Organizations Code](#) (“BOC”) requires filing with the Texas secretary of state to convert, or “re-domesticate,” a foreign or out-of-state entity to any of the following Texas entity types:

- corporation (for profit, nonprofit, professional)
- limited liability company (including professional LLC and series LLC)
- limited partnership
- professional association
- cooperative association

To convert a foreign entity to any of the above Texas entity types, the converting entity must adopt a plan of conversion that complies with BOC [§10.103](#) and file with the Texas secretary of state (1) a certificate of conversion that complies with BOC [§ 10.154](#), along with (2) a certificate of formation for the converted Texas entity that complies with BOC [chapter 3](#), including the additional statements for entities formed by conversion required by [§ 3.005\(a\)\(7\)](#) (not included on secretary of state forms).

Important: Not all jurisdictions permit conversions. For a cross-jurisdiction conversion to be effective, the law of both jurisdictions must permit the transaction and be followed. This document provides information about the Texas requirements; the entity’s governing documents and the law of the other jurisdiction must also be consulted. If the jurisdiction of formation of the converting entity permits the conversion, additional filings may be required there.

Converted Entity Name: The converted (Texas) entity name must be available under BOC [§ 5.053](#). If the converted entity name is the same as, deceptively similar to, or similar to the name of an existing domestic or foreign filing entity, or any name registration or reservation filed with the secretary of state, the conversion cannot be filed. However, the name of the converting entity is not cause for rejection.

Tax Clearance: Evidence that the required franchise taxes have been paid or that the converted (Texas) entity is liable for the payment of required franchise taxes must be included. This requirement may be satisfied by either: (1) a certificate of account status from the Texas Comptroller of Public Accounts indicating that the converting entity is in good standing having no franchise tax reports or payments due (must be valid through effective date of conversion); or (2) a statement in the certificate of conversion that the converted entity is liable for payment of the required franchise taxes.

For tax certificates or questions on tax status, contact the Tax Assistance Section of the Texas Comptroller of Public Accounts at (512) 463-4600, (800) 252-1381 or tax.help@cpa.state.tx.us.

Automatic Withdrawal of Registration: Upon conversion to any of the above Texas entity types by a foreign entity registered to transact business in Texas, the foreign entity registration is automatically withdrawn. Include the secretary of state file number for the registration in the certificate of conversion.

Fees: The filing fee for a certificate of conversion is **\$300** (\$50 for nonprofit corporation or cooperative association) **plus the fee for filing the certificate of formation** (typically \$300; \$25 for nonprofit corporation or cooperative association; \$750 for professional association or limited partnership).

Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable to the secretary of state through a U.S. bank or financial institution. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Delivery Instructions: Submit the certificate of conversion and certificate of formation in duplicate along with the filing fee by mail to P.O. Box 13697, Austin, Texas 78711-3697; fax to (512) 463-5709; or delivery to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the conversion, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Checklist of Requirements for Texas Certificate of Conversion Converting A Foreign Entity to A Texas Filing Entity

1. Either

A. Plan attached to certificate of conversion.

Plan includes certificate of formation for converted (Texas) entity.

Plan complies with BOC § 10.103.

OR

B. Certificate of conversion includes information below and certificate of formation is attached.

the name, organizational form, and jurisdiction of formation of the *converting* entity.

the name, organizational form, and jurisdiction of formation (Texas) of the *converted* entity.

statement that a signed plan of conversion *is on file* at the principal place of business of the *converting* entity, and the address of the principal place of business.

statement that a signed plan of conversion *will be on file* after the conversion at the principal place of business of the *converted* entity, and the address of the principal place of business.

statement that a copy of the plan of conversion will be on written request furnished without cost by the *converting entity before the conversion* or by the *converted entity after the conversion* to any owner or member of the converting entity or the converted entity.

2. Certificate of formation for converted (Texas) entity includes statement that the entity is formed under a plan of conversion and the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting entity in accordance with BOC § 3.005(7). (*Statement must be added if using secretary of state form for certificate of formation.*)

3. Certificate of conversion signed on behalf of the converting entity.

4. Certificate of conversion includes statement that plan of conversion has been approved as required by the laws of the jurisdiction of formation and the converting entity's governing documents.

5. Tax clearance or statement that converted entity is liable for payment of franchise taxes.

6. Texas secretary of state file number for converting entity, if any.

7. Fees for both the certificate of conversion and the certificate of formation.

8. Two copies of all documents for submission to secretary of state (optional, for return of file stamped copy).