

OGLALA SIOUX TRIBE
BUSINESS CODE

FORM 11 – STATEMENT OF CONVERSION

Document processing fee is \$100.00
Fees & forms/cover sheets are subject to change.
Documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to Section 44-2-1.46 of Chapter 44 of the OST Law and Order Code:

ID number (if applicable): _____

1. Entity name of the converting entity:

(must be exactly as shown on the records of the Secretary of State)

2. Jurisdiction under which the converting entity was formed:

3. Principal office street address of the converting entity:

(Street name and number)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

4. Principal office mailing address of the converting entity: (if different from above)

(Street name and number)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

5. Form of the converting entity: _____

6. Entity name of the resulting (converted) entity: _____

7. Jurisdiction under which the resulting entity is being formed: _____

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8. Principal office street address of the resulting entity:

(Street name and number)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

9. Principal office mailing address of the resulting entity: (if different from above)

(Street name and number)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

10. Form of the resulting entity: _____

11. Use of Restricted Words *(if any of these terms are contained in an entity name, true name or assumed name, mark the applicable with an "X")*:

- ___ "bank" or "trust" or any derivative thereof
- ___ "credit union"
- ___ "savings and loan"
- ___ "insurance", "casualty", "mutual", or "surety"

12. If the converting entity is a domestic entity, mark an "X" here ___: the plan of conversion was approved in accordance with Article 4 of Subpart 2.3 of Chapter 44 of the OST Law and Order Code or, if the converting entity is a foreign entity, mark an "X" here ___: the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of organization. The converting entity has been converted into the resulting entity.

13. If the resulting entity is a domestic entity, its public organic document, if any must satisfy the requirements of OST law. If a constituent filed document is to be filed, submit the constituent filed document for the resulting entity together with the statement of conversion. Mark an "X" here ___ and include the appropriate constituent filed document that complies with the requirements of the organic statutes. Information contained in the statement of conversion controls over any contrary information contained elsewhere in the filed document. The filing fee of the appropriate constituent filed document is included in the filing fee of the statement of conversion.

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14. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

15. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

(Caution: Delayed effective date may not be more than 90 days after filing date.)

Notice: Causing this document to be delivered for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the Oglala Sioux Tribe Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Oglala Sioux Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:
(Caution: This Statement must be signed on behalf of the converting entity.)

(Last) (First) (Middle) (Suffix)

(Street name and number or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark below with an "X" and include an attachment stating the name and address of each such individuals.)

"X"

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

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FORM 11 – STATEMENT OF CONVERSION INSTRUCTIONS

**Instructions for completing a
Statement of Conversion**

Use these instructions when completing a Statement of Conversion pursuant to Section 44-2-1.46 of the OST Business Code and subpart 2.4 of Chapter 44 of the OST Law and Order Code. The terms “Resulting Entity,” “Converted Entity,” and “Surviving Entity” have the same meaning and are used interchangeably.

Provide only information required or permitted to be included in the document by OST law. Information included in the document must be typewritten, in English and must state the name(s) and address(es) of at least one individual causing the document to be delivered for filing. The required form/cover sheet must be used when filing the document.

You may include additional information in an attachment to the form/cover sheet. Any attachment becomes part of the document. If there is a conflict between information in the attachment and the form/cover sheet, the information in the form/cover sheet controls. Information provided in a case-sensitive format will be retrieved and displayed in the same format.

Include a self-addressed stamped envelope and extra copy of the document for return mailing of the file stamped copy.

Line-by-line Instructions:

ID Number. The number assigned to the initial document that began the record in the Tribal Records of the Oglala Sioux Tribe. This ID number is specific to the OST. It is not a state or federal tax number. The ID number is noted in the Tribal Records indexed by name. This ID number must be indicated on all documents related to an existing record in the Tribal Records.

Entity Name of Converting Entity. List the entity name of the converting entity exactly as shown in the Tribal Records if the entity is already on file.

Jurisdiction of Formation of Converting Entity. Indicate under which tribe’s, state’s or country’s laws the business entity is governed (where the entity was formed).

Principal Office Street Address of the Converting Entity. List the

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complete street address of the entity's principal office, including zip code.

Principal Office Mailing Address of the Converting Entity. If mail cannot be delivered to the street address, please provide an address where mail may be delivered.

Form of the Converting Entity. Indicate the form of the entity. (examples include "corporation", "limited liability company", "partnership").

New Entity Name of Surviving Entity. If the name of the surviving entity is changing, indicate the new entity name. If the entity is a cooperative or a cooperative association, the name of *may*, but need not, contain the term or abbreviation "cooperative", "association", "incorporated", "company", "limited", "coop", "ass'n", "assn", "assoc.", "inc.", "co." or "ltd."; if the entity is a corporation, the name *must* contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd" (if the corporation is a nonprofit the name *may*, but need not contain these terms); if the corporation is a professional corporation, it *must* contain the term or abbreviation "professional corporation", "p.c.", or "pc"; if the entity is a limited liability company, the name *must* contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "llc", "l.l.c.", or "ltd."; if the entity is a partnership, the entity name, whether or not it is a limited liability limited partnership, *shall* contain the term or abbreviation "limited partnership", "limited", "company", "l.p.", "lp", "ltd.", or "co." and, if it is a limited liability limited partnership, *may* contain the term or abbreviation "limited liability limited partnership", "registered limited liability limited partnership", "limited", "l.l.l.p.", "lllp", "r.l.l.l.p.", "rlllp", or "ltd." and the entity name of a limited liability partnership *shall* contain the term or abbreviation "limited liability partnership", "registered limited liability partnership", "limited", "llp", "l.l.p.", "rllp", "r.l.l.p.", or "ltd.".

Restricted Words. Inclusion of any of these terms: "bank" or "trust" or any derivative thereof, "credit union", "savings and loan", "insurance", "casualty", "mutual", or "surety" may be prohibited or restricted by law, and may be regulated by other agencies. Mark only one. If more than one term appears in the name, choose the term that best describes the organizational structure of the entity.

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Statement Regarding Conversion. If the converting entity is a domestic entity, a statement that the plan of conversion was approved in accordance with this Article or, if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of organization; A statement is required that the converting entity has been converted into the resulting entity.

Constituent Filed Document. The Articles of Incorporation (corporation, nonprofit corporation, cooperative or cooperative association), Articles of Association (limited partnership association), Articles of Organization (limited liability company), Certificate of Limited Partnership (limited partnership) or Statement of Registration (limited liability partnership or limited liability limited partnership). If the resulting entity is an entity for which constituent filed documents are to be filed in the Tribal Records, the converting entity shall deliver to the Tribe for filing pursuant to subpart 2.4 of Chapter 44 of the OST Law and Order Code, the constituent filed document that complies with the requirements of the organic statutes. If a constituent filed document is to be filed, submit the constituent filed document for the resulting entity together with the statement of conversion. Mark where indicated with an "X" and include the appropriate constituent filed document that complies with the requirements of the organic statutes. Information contained in the statement of conversion controls over any contrary information contained elsewhere in the filed document. The filing fee of the appropriate constituent filed document is included in the filing fee of the statement of conversion.

Additional Information. If additional information is to be included, mark the box and include an attachment stating the additional information. If the resulting (converted) entity is a domestic filing entity (i.e., an entity created by the filing of a public organic document), the text of its public organic document, as an attachment; and if the resulting (converted) entity is a domestic limited liability partnership, the text of its statement of qualification, as an attachment.

Delayed Effective Date. The effective date of this document may be delayed up to 90 days after filing. The delayed effective date may also specify a particular time of day Mountain Time. If no time of day is specified, it defaults to close of business on that date. Close of business is 11:59:59 PM Mountain Time.

Notice. Causing this document to be delivered to the Tribe for filing shall constitute the affirmation or acknowledgment of each individual

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causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the OST Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

Filing Information. State the name(s) and address(es) of the individual(s) causing this document to be delivered for filing. This information is required for the Tribe to deliver notice if the filing of the document is refused. The individual(s) listed will be held responsible for complying with the above notice. The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark an "X" where indicated and include an attachment stating the name and address of such individuals.

Caution: This Statement must be signed on behalf of the converting entity.

Disclaimer. These instructions, and the related form, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While the related form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.