



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Information on Conversion for Nonprofit Corporations

This applies only to Corporation Domestic Nonprofit's. This guide sheet is intended to provide you with information about how to convert from a Nonprofit Corporation to a Profit Corporation in the State of Utah (U.C.A. Section 16-6a-1008). This guide-sheet is not intended to substitute nor replace the advice of legal counsel.

You must file an amendment to the Articles of Incorporation which must include the following information:

- a. Revise the statement of purpose;
- b. Remove the authorization for members and any provisions relating to membership;
- c. State the number of authorized shares and class (U.C.A. Section 16-10a-601).

If the nonprofit corporation has any voting members, an amendment to convert to a profit corporation must be approved by all of the members {U.C.A. Section 16-6a-1008(3)}.

An amendment to the Articles of Incorporation for conversion can be included in a merger agreement, **except that any cancellations or conversions of memberships must be made in the merger agreement and not in the amendment of the Articles of Incorporation.**

Where to file: You may file one set of the amendment to the Articles of Incorporation in person, by mail or fax. Please include the non-refundable processing fee of \$17.00 with your Articles of Amendment. **If you are faxing you must include, on a cover sheet, the number of a Visa, MasterCard or American Express with the date of expiration.**

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.