

[COMPANY NAME]

Plan of Entity Conversion

WHEREAS, [COMPANY NAME], a Massachusetts limited liability company (“MA LLC” also referred to herein as the “Company”), plans to convert into a Massachusetts corporation, subject to approval therefor by the Members [and Managers] [Managing Member] of the Company, and the filing of the Articles of Entity Conversion and Certificate of Cancellation with the Massachusetts Secretary of State; and

WHEREAS the Massachusetts Business Corporation Act requires MA LLC to adopt a Plan of Entity Conversion;

NOW, THEREFORE, MA LLC hereby sets forth the details for such conversion into [CORPORATION NAME], a Massachusetts corporation (“MA Corporation”), in this Plan of Entity Conversion:

1. MA LLC hereby agrees to convert the Company to a Massachusetts corporation (the “Conversion”) to be known as [COMPANY NAME] and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of the Articles of Entity Conversion and Certificate of Cancellation (the “Certificates”) and By-laws (the “By-laws”) of MA Corporation substantially in the forms of submitted to the Members [and Managers] [Managing Member] respectively.
2. Conversion. Upon the filing of the Articles of Entity Conversion and Certificate of Cancellation with the Massachusetts Secretary of State, MA LLC shall be converted into MA Corporation pursuant to, and in accordance with Section 9.53 of the Massachusetts General Laws and, in connection therewith, each percentage of the issued and outstanding Membership Interests of MA LLC shall be converted into one (1) share of the Common Stock, no par value of MA Corporation.
3. Amendment. This Plan of Entity Conversion may be amended prior to filing the Articles of Entity Conversion in Massachusetts, except that subsequent to approval of this Plan by the shareholders of MA Corporation and members of the MA LLC, this Plan may not be amended to change:
 - (i) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the shareholders or interest holders under this Plan;
 - (ii) the Articles of Entity Conversion of MA Corporation that will be in effect immediately following the conversion, except for changes permitted by a provision of Section 10.05 of the Massachusetts Business Corporation Act; or

(iii) any of the other terms or conditions of this Plan if the change would adversely affect any of the shareholders or the interest holders in any material respect.

4. Assignment and Assumption of Assets and Liabilities. Effective as of the date hereof, the following assets and liabilities shall be transferred from MA LLC and assigned to MA Corporation: (a) all real property directly or indirectly owned; (b) all of the other assets of the Company; (c) all liabilities and obligations. MA LLC is hereby terminated and dissolved.

5. Taxpayer Identification Number. Notwithstanding the foregoing the Company shall not be terminated for tax purposes by reason of the Conversion, but rather a new IRS Form SS-4 will be filed to transfer the taxpayer identification number to the Surviving Entity.

6. Business of Company. The business of the Company shall continue to be carried on after the Conversion by MA Corporation in accordance with the provisions of the Massachusetts General Laws, the Articles of Entity Conversion and By-laws.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date first set forth above.

[COMPANY NAME],
a Massachusetts limited liability company

By: _____
Its: