



Please check box for (Optional) Expedited service + \$25.00

FORM **52**

ARTICLES OF INTEREST EXCHANGE

Sec. [178.1134](#), [179.1134](#), [180.1105](#), [181.1134](#), or [183.1034](#), Wis. Stats.

Article 1. ACQUIRED ENTITY:

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Limited Liability Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)

Article 2. ACQUIRING ENTITY:

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Limited Liability Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)

Article 3. The Plan of Interest Exchange was approved and adopted by the acquired and acquiring entities in accordance with their respective governing laws. The Plan of Interest Exchange is on file at the principal office of the acquiring entity. Upon request, a copy of the Plan of Interest Exchange will be provided to any interest holder of the acquired entity.

Article 4. As used herein, the term “**organizational documents**” refers an entity’s articles of incorporation, articles of organization, statements of qualification, certificates of limited partnership, and similar documents that create and govern the entity and must be filed as public records under applicable law.

Select the applicable statement:

- The acquired or acquiring entity is amending its organizational documents in connection with the interest exchange. *If this box is checked, attach a copy of any amendments to the organizational documents that will take effect following the transaction.*
- The acquired and acquiring entities are not amending their organizational documents in connection with the interest exchange.

Optional attachments: The acquiring entity may—but is not required to—include additional provisions relating to the interest exchange in these articles. Attach any optional provisions on additional pages as needed.

EXECUTION: These articles of interest exchange must be signed by the acquiring entity identified in Article 2 above.

Executed on _____
(Date) (Signature)

(Printed name)

Select or enter the appropriate title of the person executing the document.

For a Business Corporation

Title: President Secretary

Other officer title: _____

For all other entity types, a person authorized to sign on behalf of the entity.

Title: _____

For a Limited Partnership or Limited Liability Limited Partnership

Title: General Partner

This document was drafted by _____
(Name the individual who drafted the document)

(Optional) This document has a **delayed** effective date: _____
(up to 90 days after received date)

Contact Information:

Name

Mailing Address

City	State	Zip Code
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Email Address	Phone Number
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INSTRUCTIONS (Refer to sections [178.1134](#), [179.1134](#), [180.1105](#), [181.1134](#), or [183.1034](#), Wis. Stats., as applicable, for document content.)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee specified on page 4 below, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Article 1. Identify the entity that is transferring one or more classes or series of ownership interests to the acquiring entity in the transaction. Provide the name, entity type, and governing law (either a U.S. state or a foreign country) of the acquired entity as it exists immediately prior to the transaction.

Article 2. Identify the entity that is acquiring one or more classes or series of ownership interests from the acquired entity. Provide the name, entity type, and governing law (either a U.S. state or a foreign country) of the acquiring entity.

Article 3. Wisconsin law requires the acquiring entity to affirm that the plan of interest exchange was approved and adopted by the acquired and acquiring entities in accordance with their respective governing laws, that the plan is on file at the principal office of the acquiring entity, and that the plan will be provided upon request to any interest holder of the acquired entity. *Note: the parties to the interest exchange are not required to file the plan of interest exchange with the Department.*

Article 4. Select one of the two statements, whichever is applicable. If the organizational documents of either the acquired or acquiring entity are being amended in connection with this interest exchange, check the first box and attach a copy of the amendments to the organizational documents. If the acquired and acquiring entities' organizational documents are not being amended as part of the interest exchange, mark the second box.

Optional additional provisions. The acquiring entity may—but is not required to—include additional provisions relating to the interest exchange in these articles. Attach any optional additional provisions on additional pages as needed.

Execution. The acquiring entity must sign this document. The signature requirements for the acquiring entity depend on the entity type:

Business Corporations: This document must be executed by an officer of the corporation, subject to two limited exceptions: (1) if directors have not been selected, it may be signed by an incorporator identified in the initial articles of incorporation; and (2) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, it may be signed by the fiduciary. Corporate directors are not authorized to sign this document in their capacities as directors. (A corporate director who also serves as an officer may sign the document, but that person must sign in their capacity as an officer of the corporation.)

Limited partnerships and limited liability limited partnerships: This document must be executed by a general partner.

All other entity types: This document must be signed by a person authorized by the entity.

Drafter name. If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter's name.

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.

Filing fee. The filing fee varies depending on whether the acquiring entity is a business corporation:

If the acquiring entity is a **business corporation**, the filing fee is \$100.

If the acquiring entity is **any other entity type**, the filing fee is \$150.