Frank LaRose
Ohio Secretary of State

Telephone: 877.767.3453
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Filing Form Cover Letter

Please return the approval certificate to:

Name *(Individual or Business Name):*

To the Attention of *(if necessary):*

Address:

City:

State

ZIP Code:

Phone Number:

E-mail Address:

☐ Check here if you would like to receive important notices via email from the Ohio Secretary of State's office regarding Business Services.

☐ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via email when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

○ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.

○ **Expedite Service 1:** By including an Expedite fee of $100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.

○ **Expedite Service 2:** By including an Expedite fee of $200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

○ **Expedite Service 3:** By including an Expedite fee of $300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

○ **Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of $50.00. The Preclearance will be complete within 1-2 business days.

Form 549 Prescribed by:

Frank LaRose
Ohio Secretary of State

Telephone: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (**Two business day processing time. Requires an additional $100.00**)
P.O. Box 1390
Columbus, OH 43216

Certificate of Merger

To be used when all constituent entities are foreign (non-Ohio).

Filing Fee: $99

(999-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please fill in the appropriate blanks)**

1. Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Registration/License Number
(If licensed or registered in Ohio as a foreign entity)

3.

- ☐ For-Profit Corporation
- ☐ Nonprofit Corporation
- ☐ Limited Liability Company
- ☐ Partnership
- ☐ Limited Partnership
- ☐ Limited Liability Partnership
- ☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, license/registration number, if licensed or registered in Ohio, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	License/Registration Number in Ohio	Jurisdiction of Formation	Type of Entity

III. SERVICE ADDRESS - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio. If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the address where any process, notice or demand may be sent.

Mailing Address

City | State | ZIP Code

IV. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

V. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 617
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

VI. CERTIFICATE OF MERGER

Attach a certificate setting forth the fact of merger, certified by the Secretary of State, or other proper official, from the entity's jurisdiction of formation.

Complete the information in this section.

AFFIDAVIT BY A FOREIGN CORPORATION

In lieu of dissolution releases from various governmental authorities (ORC section 1703.17(D)).

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Surrender and was advised IN WRITING of the acknowledgement by the corporation that the surrender of its license does not release it of liability, if any, for payment of taxes and contributions due.

Agency

Ohio Department of Taxation
Dissolution Section
4485 Northland Ridge Blvd.
Columbus, Ohio 43229

Date Notified (MM/DD/YYYY)

Agency

Ohio Job & Family Services
Status and Liability Section
Data Correspondence Control
Fax: 614-752-4811
Phone: 614-466-2319

Overnight Address:
P.O. Box 182413
Columbus, OH 43218-2413

Regular Address:
P.O. Box 182413
Columbus, OH 43218-2413

Date Notified (MM/DD/YYYY)

Treasurer

The treasurer of any county named below:

Date Notified (MM/DD/YYYY)

Note: This affidavit must be signed by the person executing the certificate of surrender or by an officer of the corporation.

Signature

Title

Name

Mailing Address

City

State

ZIP Code

State of

County of

Sworn to or affirmed and subscribed before me by

Name of person making oath or affirmation

NOTARY SEAL

on this date

Today's Date (MM/DD/YYYY)

Notary Public's Signature

Expiration Date of Notary's Commission (MM/DD/YYYY)

Complete the information in this section.

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of SS:

, being first duly sworn, deposes and says that she/he is

Name of Officer

Title of Officer of

Name of Corporation

and this affidavit is made in compliance with section 1703.17 of the Ohio Revised Code.

That said corporation has: (Check one (1) of the following)

☐ A. Has no personal property in any county in the state of Ohio

☐ B. Has personal property in the following county(ies)

County County County

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature Title

Sworn to or affirmed and subscribed before me by

Name of person making oath or affirmation

on this date

Today's Date (MM/DD/YYYY)

NOTARY SEAL

Notary Public's Signature

Expiration Date of Notary's Commission (MM/DD/YYYY)

Instructions for Certificate of Merger

This form should be used to file a certificate of merger following the adoption of an agreement of merger.

Surviving Entity Information
Please provide the following information for the "surviving entity" (the entity that remains active following the merger): (1) entity name; (2) a new name if the surviving entity's name changed as a result of the merger; (3) entity type (for e.g., whether the surviving entity is a corporation, limited liability company, etc.); (4) registration/license number (if any); and (5) jurisdiction of formation.

Constituent Entity Information
Please provide the following information for the "constituent entities": (1) entity name; (2) entity type; (3) registration/license number (as appropriate); and (4) jurisdiction of formation (foreign entities only).

Service of Address for Foreign, Unlicensed Surviving Entity
This section must be completed if the surviving entity is a foreign entity not licensed to transact business in Ohio, please provide an address where any process, notice, or demand may be sent.

Requirements of Foreign Corporations Merging Out of Existence
If a foreign corporation licensed in Ohio is a constituent entity in the merger and the surviving entity is not a foreign corporation to be licensed in Ohio, then the entity must submit the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §§1703.17 (C) or (D).

The required affidavits are attached to this form for your convenience.

Qualifying Foreign Entities Additional Filing Requirements
All surviving foreign entities that are qualifying to do business in Ohio must attach the appropriate formation document to this form. The filing fee for that form is not required. The appropriate forms are listed below.

- Foreign Qualifying Corporation Form 530A or B
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) Form 552
- Foreign Qualifying Limited Liability Company Form 617
- Foreign Qualifying Limited Partnership Form 531B
- Foreign Qualifying Limited Liability Partnership Form 537

Certificate of Merger
Attach a certificate of merger, certificate of fact or certified copy setting forth the merger in its jurisdiction of formation.

Additional Provisions
If the space provided on this form is insufficient, please submit any additional information on single-sided, 8 ½ x 11 sheet(s) of paper.

****Note: Our office cannot file or record a document that contains a Social Security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.**