



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

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 e-mail 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 e-mail 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.



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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

[For screen readers, follow instructions located at this path.](#)

Certification of Consolidation

Filing Fee: \$99
(134-CONS)
Form Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a consolidation, set forth the following facts:

I. New Entity Created by Consolidation

A. The name of the entity created by the consolidation is:

B. The entity created by the consolidation is a:

1. Domestic (Ohio entity) Foreign (Non-Ohio Entity)

Jurisdiction of Formation

2. For-Profit Corporation
If For-Profit Corporation in Ohio, please indicate total number of shares

- Nonprofit Corporation
- For-Profit Limited Liability Company
- Nonprofit Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership

II. Consolidating Entities

Please provide the name, charter/license/registration number, jurisdiction of formation, and the type of entity for each entity (other than the new entity) which is a party to the consolidation.

Entity Name	Charter / License/ Registration Number	Jurisdiction of Formation	Type of Entity
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

III. Consolidation Agreement on File

Provide the name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of consolidation upon written request.

Name

Mailing Address

City

State

Zip Code

IV. Effective Date of Consolidation

This consolidation is to be effective on (The date must be on or after the date of filing. If no effective date is specified, the date of filing will be the effective date of the consolidation.)

V. Consolidation Authorized

The laws of the jurisdiction under which each constituent entity exists, permits this consolidation.

This consolidation was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the jurisdiction under which it is formed, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

Provide the name and address of the statutory agent upon whom any process, notice or demand against any constituent entity and the new entity may be served.

Name

Mailing Address

City

State

Zip Code

If the new entity is a partnership, domestic corporation, domestic limited liability company or domestic limited partnership, then the agent must accept his or her appointment by signing below.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the new entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

Individual agent's signature/signature on behalf of Business Serving as Agent

VII. Service Upon the Secretary of State (Foreign)

The newly created foreign corporation, foreign limited liability company or foreign limited partnership consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if (1) the agent cannot be found; (2) if the partnership, corporation, limited liability company or limited partnership fails to designate another agent when required to do so; or (3) if the corporation's limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

VIII. Statement of Consolidation

Upon filing, or upon such later date as specified herein, the consolidating entities listed herein shall consolidate to form the listed new entity.

IX. Additional Filing Requirements for New Domestic Entities

In the case of a consolidation into a new domestic corporation, limited liability company, or limited partnership, the articles of incorporation, articles of organization or the certificate of limited partnership of the new domestic entity must be filed with the certificate of consolidation.

X. Additional Filing Requirements of Corporations Consolidating Out of Existence

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the new entity is not a domestic corporation or foreign corporation to be licensed to in Ohio, the certificate of consolidation must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86, or division (G) of section 1702.47 of the Revised Code, with respect to each domestic constituent corporation, and/or 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 corporation licensed to transact business in this state.

XI. Qualification or Licensure of New Foreign Entity

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

Foreign Qualifying Corporation - Form 530A or B and a Certificate of Good Standing

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Liability Partnership - Form 537 and Evidence of Existence from Jurisdiction of Formation

The undersigned constituent entities (constituent entity includes all consolidating entities and new entity) have caused this certificate of consolidation to be signed by their duly authorized officers, partners and/or representatives.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document on behalf of one or more of the entities identified above.

Name of entity

By:

Signature

Its:

Title

Name of entity

By:

Signature

Its:

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the consolidation certificate see ORC 1701.81(A), 1702.43(A), 1705.38(A), 1776.70(A), 1782.433(A). This includes all consolidating and new entities.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

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 and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

<p>Agency</p> <p>Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215</p> <p style="text-align: right;">Date Notified (MM/DD/YYYY)</p> <div style="border: 1px solid black; width: 100px; height: 20px; margin-left: auto;"></div> <p><small>* Only required for domestic for-profit corporations</small></p>	<p>Agency</p> <p>Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319</p> <p>Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413</p> <p>Regular Address: P.O. Box 182413 Columbus, OH 43218-2413</p>
<p>Agency</p> <p>Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us</p> <p style="text-align: right;">Date Notified (MM/DD/YYYY)</p> <div style="border: 1px solid black; width: 100px; height: 20px; margin-left: auto;"></div> <p><small>* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation.</small></p> <p><small>* Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.</small></p>	<p><input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.</p>

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature Title

Name

Mailing Address

City

State

ZIP Code

Seal

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

Notary Public

Date Commission Expires (MM/DD/YYYY)

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

County

County

County

Signature

Title

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

Seal

Notary Public

Date Commission Expires (MM/DD/YYYY)

Instructions for Certificate of Consolidation

This form should be used to file a certificate of consolidation.

New Entity Information

The name of the new entity created by the consolidation must be provided. Check the appropriate box and complete the blanks to state the type of entity that was created by the consolidation. If the new entity is a foreign entity, provide its jurisdiction of formation.

Consolidating Entity Information

The name, charter/registration/license number, jurisdiction of formation and type of entity must be provided for each consolidating entity.

Address to Contact for Consolidation Agreement

Pursuant to Ohio Revised Code §§ 1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), a mailing address is required for the person or entity that will provide, in response to the written request of a shareholder, partner, or other equity holder of a constituent entity, a copy of the consolidation agreement.

Effective Date

An effective date may be provided but is not required. The effective date of the consolidation is the date of filing the certificate of consolidation or on a later date specified in the certificate.

Consolidation Authorized

Pursuant to Ohio Revised Code §§ 1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), by signing the certificate of consolidation, the constituent entities' authorized representatives agree that (1) each constituent entity has complied with the laws under which it exists; (2) the laws permit the consolidation; (3) the consolidation is authorized on behalf of each constituent entity; and (4) each person who signed the certificate on behalf of each entity is authorized to do so.

Statutory Agent

Please provide the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity or new entity may be served. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio.

Acceptance of Agent

Pursuant to Ohio Revised Code §§ 1701.07, 1702.06, 1705.06, 1776.07 and 1782.04, if the new entity is a domestic for-profit or nonprofit corporation, domestic limited liability company, partnership or domestic limited partnership, the statutory agent must sign the certificate of consolidation to accept the appointment as statutory agent. An agent is not required to sign the certificate to accept appointment if the new entity is a foreign entity or a domestic limited liability partnership.

Statement of Consolidation

Pursuant to Ohio Revised Code §§ 1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), by signing the certificate of consolidation, the authorized representatives agree that the constituent entities will be consolidated into a new entity.

Additional Filing Requirements

In the case of a consolidation into a new domestic corporation, limited liability company or limited partnership, the articles of incorporation, articles of organization or the certificate of limited partnership of the new domestic entity shall be filed with the certificate of consolidation. These forms, available from the Secretary of State's office, may be attached to the certificate of consolidation, but no additional filing fee is required.

Requirements of Corporations (Domestic or Foreign) Consolidating Out of Existence

If a foreign or domestic corporation licensed in Ohio is a consolidating entity and the new entity is not a foreign or domestic corporation to be licensed in Ohio, Ohio Revised Code §1701.81 requires that additional information be submitted with the certificate.

A domestic corporation must provide the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §1701.86(H). A foreign corporation 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.

Qualification or Licensure of Foreign Surviving Entity

If the surviving or new entity is a foreign entity that desires to transact business in the state as a foreign corporation, limited liability company, or limited partnership, the certificate of consolidation must be accompanied by the information required under the relevant sections of the Ohio Revised Code.

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 1/2 x 11 sheet(s) of paper.

Signature(s)

After completing all information on the filing form, please make sure that the form is signed by each representative authorized to sign the certificate on behalf of each constituent entity. Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), you must provide the office held or the capacity in which the representative is acting by signing the certificate of consolidation.

****Note for Consolidations**

Filing the certificate of consolidation may not be sufficient to comply with all applicable laws. If any constituent entity in a consolidation is organized or formed under the laws of another state, there may be filing requirements under the laws of that state.

****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.**