

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) charter/registration/license number (if any); and (5) jurisdiction of formation (foreign entities only).

Constituent Entity Information

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

Address for Merger Agreement Requests

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

Effective Date of Merger

Please provide the effective date of the merger. The date may be on or after the date of filing the certificate of merger. If a date is not provided or the date provided is prior to the date of filing, our office will assign the date of filing as the effective date.

Statements Required By Law

Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1706.712, 1766.70 and 1782.433 (as applicable), by submitting the certificate of merger through an authorized representative, each constituent entity states the following: (1) the constituent entity will merge with one or more constituent entities into a specified surviving entity; (2) the constituent entity has complied with all of the laws under which it exists; (3) the laws under which the constituent entity exists permit the merger; (4) the merger is authorized on behalf of the constituent entity; and (5) the authorized representative is authorized to sign the certificate of merger on behalf of the constituent entity.

Appointment of Statutory Agent 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 the name and address of the statutory agent upon whom any process, notice, or demand 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.

Amendments

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization or certificate of limited partnership of the surviving entity shall be filed with the certificate of merger. Please check the appropriate box to indicate whether amendments are attached to the certificate of merger.

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

If a foreign or domestic corporation licensed in Ohio is a constituent entity in the merger and the surviving 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.

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

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 the representatives authorized to sign the certificate on behalf of each constituent entity.

Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1706.712, 1776.70 and 1782.433 (as applicable), please provide the office held or the capacity in which the representative is acting by signing the certificate merger. Constituent entities are defined as those entities existing prior to the merger and the surviving entity.

****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.**