

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City



State

ZIP Code

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appears in Item 6.

 **Document will be returned to the name and address you enter above.** 
If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation(s) executes the following Certificate:

1. The Plan of Merger is as follows:

a. The name of each constituent corporation and its identification number is:

_____	_____
_____	_____
_____	_____

b. The name of the constituent corporation that will be the surviving corporation and its identification number is:

_____	_____
-------	-------

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class and series	Indicate classes and series of shares that are entitled to vote	Indicate each class and series that is entitled to vote as a class, if any
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

2. Complete for Nonprofit Corporations Only

a) For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

b) For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

c) State the terms and conditions of the proposed merger.

d) Other provisions with respect to the merger are as follows:

3. a) State the manner and basis of converting the shares of or membership or other interest in, each constituent corporation into shares, obligations, or other securities of or membership or other interest in the surviving corporation, or into cash or other consideration.

b) The amendments to the Articles or a restatement of the Articles of the surviving corporation to be effected by the merger are as follows:

4. The corporation has complied with the applicable provision of the law of the jurisdiction where it is organized.

5. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The Plan of Merger was adopted by the board of each constituent corporation under section 701.

The Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder or member of any constituent corporation.

6. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed Name	Corporation Transferred from	Expiration Date

Nonsurvivor name to be used as assumed name of survivor:

7. (Complete only section (a), (b), or (c) for each corporation).

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued shares or memberships, and has not elected a Board of Directors.

_____	_____	_____	_____
(Signature of Incorporator)	(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)
_____	_____	_____	_____
(Signature of Incorporator)	(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)

b) The Plan of Merger was approved by the shareholders or members of the following Michigan corporation(s) in accordance with section 703a of the Act.

By _____	By _____
(Signature of Authorized Officer or Agent)	(Signature of Authorized Officer or Agent)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Name of Corporation)	(Name of Corporation)

c) The Plan of Merger was approved by the Board of Directors of the following Michigan nonprofit corporation(s) organized on a directorship basis in accordance with section 703a(3) of 1982 PA 162.

By _____	By _____
(Signature of Authorized Officer or Agent)	(Signature of Authorized Officer or Agent)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Name of Corporation)	(Name of Corporation)

Preparer's Name _____

Business Telephone Number () _____

INFORMATION AND INSTRUCTIONS

1. The merger cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to the surviving corporation's registered office address unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This Certificate is to be used pursuant to sections 701 through 707 of 1982 PA 162, section 735 of 1982 PA 162, and section 701 through 707 of 1972 PA 284 for the purpose of merging a domestic nonprofit corporation with one or more domestic nonprofit corporations, foreign nonprofit corporations, domestic profit corporations, or foreign profit corporations.
4. If more than two corporations are merging, the Certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. All nonprofit corporations, unless organized for religious purposes, must obtain consent to the merger or a written statement that consent is not required from the Attorney General's Office and submit it with this certificate. Contact the Charitable Trust Section, Licensing and Regulation Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 373-1152. Application for the consent should be made at least 120 days before the desired effective date of the merger. This certificate cannot be filed unless it is accompanied by either the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.

6. Signatures:

Profit Corporations: Complete either Item 7(a) or 7(b)

- 1) Item 7(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.
- 2) Item 7(b): must be signed by an authorized officer or agent.

Nonprofit Corporations: Complete either Item 7(a), (b), OR (c)

- 1) Item 7(a): must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.
- 2) Item 7(b) or (c): must be signed by an authorized officer or agent.

7. FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE: This fee must be remitted for each domestic corporation involved in the merger.....\$50.00

Each new assumed name.....\$10.00

ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

<u>Amount of Increase</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

Submit with check or money order by mail:
 Michigan Department of Licensing and Regulatory Affairs
 Corporations, Securities & Commercial Licensing Bureau
 Corporations Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:
 2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470
 Fees may be paid by check, money order, VISA, Mastercard or Discover when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):
 First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program.
 Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional expedited service.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.