

**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 appear on page 2.

 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

**Cross Entity Merger for use by Corporations, Limited Liability Companies,
and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

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

_____	_____
_____	_____
_____	_____

b. The name of the constituent entity that will be the surviving (new) entity and its identification number is:

_____	_____
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

2. (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 the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, _____.

Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series 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:

The manner and basis of converting shares are as follows:

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

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

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) 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 any shares, 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 Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

By _____
(Signature of Authorized Officer or Agent)

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Type or Print Name)

(Name of Corporation)

(Name of Corporation)

Complete for Nonprofit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class	Indicate classes of shares that are entitled to vote	Indicate each class 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:

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.

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.

State the terms and conditions of the proposed merger. Include the manner and basis of converting the shares of 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.

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

Other provisions with respect to the merger are as follows:

Complete for Nonprofit Corporations Only

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

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.

The Plan of Merger was adopted by the board of each domestic corporation under section 736a(1)(b).

(Complete either section (a), (b), or (c) for each nonprofit 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 any 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 under section 703a of the Act.

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

c) The corporation is organized on a directorship basis, and the Plan of Merger was approved by the board of directors under section 703a(3) of the Act.

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

Complete for Limited Liability Companies Only

Check one of the following if Limited Liability Company is the survivor.

- There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The manner and basis of converting the membership interests are as follows:

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this _____ day of _____, _____

By _____
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

Signed this _____ day of _____, _____

By _____
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

Complete for Limited Partnerships Only

The Plan of Merger/Consolidation was approved by the partners of each constituent limited partnership in accordance with section 210(3) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

The manner and basis of converting the partnership interests are as follows:

Check one of the following:

- The survivor is a limited partnership and there are no changes to be made to its Certificate of Limited Partnership.
- The survivor is a domestic limited partnership. Its Certificate of Limited Partnership is amended as a result of the merger. A restated Certificate of Limited Partnership is attached.
- The survivor is a foreign limited partnership organized in the state of _____. A copy of its Certificate of Limited Partnership as amended as a result of the merger is attached.
- A new domestic limited partnership is created as a result of the consolidation. Its Certificate of Limited Partnership is attached.
- A new limited partnership from the state of _____ is created as a result of the consolidation. A copy of its Certificate of Limited Partnership or similar document is attached.
- The survivor is a domestic business organization other than a limited partnership. The organizing or governing documents of the surviving business organization are not amended as part of the merger.
- The survivor is a domestic business organization other than a limited partnership. The organizing or governing documents of the surviving business organization are amended as a result of the merger. A statement of these changes is attached.
- A new business organization from the state of _____ is created as a result of the consolidation. A copy of the organizing or governing documents of this new business organization are attached.
- The survivor is a business organization from the state of _____. The organizing or governing documents of the surviving business organization are not amended as part of the merger.
- The survivor is a business organization from the state of _____. A copy of its organizing or governing documents is attached. These documents are amended as a result of the merger. A statement of these changes is attached.

Signed this _____ day of _____

Signed this _____ day of _____

(Name of Limited Partnership)

(Name of Limited Partnership)

By _____
(Signature of General Partner)

By _____
(Signature of General Partner)

(Type or Print Name)

(Type or Print Name)

Preparer's Name _____

Business Telephone Number (_____) _____

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Merger. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
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 your 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. *Limited Liability Companies*: This Certificate is to be used pursuant to sections 705a of 1993 PA 23, for the purpose of merging one or more domestic limited liability companies with any other business entity.

Corporations: This Certificate is to be used pursuant to sections 701, 706, 735, and 736 of 1972 PA 284 (profit corporations) and section 736a of 1982 PA 162 (nonprofit corporations), for the purpose of merging one or more domestic and/or foreign corporations with any other business entity.

Limited Partnerships: This Certificate is to be used pursuant to section 210 of 1982 PA 213, for the purpose of merging one or more domestic and/or foreign limited partnerships with any other business entity.
4. If more than two limited partnerships, limited liability companies, or corporations and other business organizations 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. Item 2 - This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. *Limited Liability Companies and Corporations*: Page 2 - A limited liability company and/or a corporation participating in a merger, may transfer to the survivor the use of an assumed name for which a Certificate of Assumed Name is on file with the administrator prior to the merger.

A corporation or a limited liability company surviving a merger may use as an assumed name the name of a nonsurvivor by filing a Certificate of Assumed Name or by providing for the use of the assumed name in the Certificate of Merger. The survivor may also file a Certificate of Assumed name or adopt in the Certificate of Merger an assumed name of a nonsurvivor that was not transferred. A provision in the Certificate of Merger is treated as a new Certificate of Assumed Name.

7. *Foreign Corporations*: Pursuant to sections 1021 and 1035 of 1972 PA 284 and 1982 PA 162, when a foreign corporation authorized to transact business in this state is a party to the merger, the foreign corporation shall file a certificate issued by the proper officer of the jurisdiction of its incorporation attesting to the occurrence of the merger. The merger will not be on file for the foreign corporation in Michigan and a foreign corporation which is a nonsurvivor will not be withdrawn or receive a Certificate of Withdrawal until the certificate evidencing the merger is filed. The fee is \$10.00.
8. *Foreign Limited Liability Companies*: Pursuant to section 1005 of 1993 PA 23, when a foreign limited liability company authorized to transact business in this state is a survivor in the merger, the foreign limited liability company shall file a certificate issued by the proper officer of the jurisdiction of its organization attesting to the occurrence of the merger. The fee is \$10.00 A foreign limited liability company authorized to transact business in this state that is not a survivor will not be withdrawn until a Certificate of Withdrawal (form CSCL/CD-761) is filed.
9. *Limited Partnerships*: A foreign limited partnership which is registered in Michigan and is a nonsurvivor will not be cancelled until a Certificate of Cancellation is filed (CSCL/CD-404).
10. *Nonprofit Corporations*: 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.

11. Signatures:

Domestic Limited Liability Companies: This Certificate must be signed by a manager, if managed by one or more managers, a member if management remains in the members or an authorized agent of the company.

Domestic Corporations: This Certificate must be signed by an authorized officer or agent of each domestic corporation involved in the merger unless the incorporators of a corporation approve the merger pursuant to sections 706 and 707 of the Act in which case this Certificate shall be signed by a majority of the incorporators.

Domestic Limited Partnerships: This Certificate must be signed by one or more general partners of each domestic limited partnership involved in the merger.

FEES: Make remittance payable to the **State of Michigan**. Include entity name and identification number on check or money order. **Fees are nonrefundable, except fees related to stock increases for profit corporations.**

Limited Liability Companies: Each domestic limited liability company..... \$100.00
An attached Articles of Organization..... \$50.00
Each new Assumed Name..... \$25.00

Corporations: Each domestic corporation..... \$50.00
Each new Assumed Name..... \$10.00

If a foreign corporation authorized to transact business in this state merges into any domestic profit corporation and, if the surviving domestic profit corporation increases its authorized shares in the merger, the corporation shall pay fees for any increase in authorized shares less such sums as the nonsurviving foreign corporation has previously paid to the state as an initial or additional admission fee.

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

Limited Partnerships: Cancellation of nonsurvivor domestic limited partnership involved in the merger..... \$10.00
An attached Certificate of Limited Partnership..... \$10.00
An attached Restated Certificate of Limited Partnership..... \$10.00

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

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.