

**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 7.

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 Parent and Subsidiary Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned execute the following Certificate:

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

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

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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares or memberships of each class	Number of shares or memberships of each class owned by the parent corporation

d. The manner and basis of converting the shares or memberships of each constituent corporation is as follows:

Complete for each constituent corporation that is a nonprofit corporation organized on directorship basis.

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

Complete for Profit Corporations Only, if applicable.

f. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

2. 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.

3. (Delete if not applicable)

The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)

Complete for Nonprofit Corporations Only (delete if not applicable)

4.

- a. The consent to the merger by the shareholders or members of each subsidiary nonprofit corporation organized on a stock or membership basis was obtained in accordance with the applicable provisions of section 703a of the Nonprofit Corporation Act. (The plan of merger adopted by the board of each constituent corporation that is organized on a stock or membership basis must be submitted for approval at a meeting of the shareholders or members unless an exception under 703a of the Act applies.)
- b. The consent to the merger by the directors of each subsidiary nonprofit corporation organized on a directorship basis was obtained in accordance to section 703a(3) of the Nonprofit Corporation Act. (The plan of merger of each merging corporation that is organized on a directorship basis must be approval by a majority of the directors who are then in office or a higher number of directors if specified in the articles of incorporation or bylaws.)

5. (Delete if not applicable)

The consent to the merger by the shareholders or members of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder or member approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)

6. (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 shall be effective on the _____ day of _____, _____

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

Assumed Name

Transferred From

Expiration Date

Assumed Name	Transferred From	Expiration Date
_____	_____	_____
_____	_____	_____
_____	_____	_____

Nonsurvivor name to be used as assumed name of survivor.

Signed this _____ day of _____, _____

(Name of parent corporation)

By

(Signature of an authorized officer or agent)

(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. This Certificate is to be used pursuant to the provisions of sections 711 through 713 of 1972 PA 284 and 1982 PA 162, by a domestic parent corporation merging with one or more subsidiary corporations and section 735 of the Acts if a foreign parent corporation is a party to the merger.
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. Item 5 - 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 as an additional article.
6. Foreign Corporations - Pursuant to sections 1021 and 1035 of the Acts, 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.
7. 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 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.
8. The Certificate must be signed by an authorized officer or agent of the parent corporation.
9. **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

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.

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.