

STATE OF ALABAMA

CERTIFICATE OF MERGER

PURPOSE: In order to merge one or more entities – foreign or domestic - (merging entities which will cease to exist as an entity in Alabama) into another entity - domestic or foreign - the entities must deliver to the Office of the Alabama Secretary of State a Certificate of Merger pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed copy and as many additional signed copies as there are counties of formation that must be notified of this completed Certificate of Merger (any entity formed in Alabama will need a copy for the county in which it was formed and a check to that county), the filing fee of \$100.00 for standard processing or \$200.00 for expedited processing (credit card, check, or money order) to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616** and the checks to the appropriate Probate Offices (you must contact the county Probate Offices to determine the county fees required) must also be included in the submission package. The merger will not be filed if the credit card does not authorize and will be removed from the index if the check is dishonored. **If you desire a stamped copy of the filing for your records, you must include an additional copy and a prepaid preaddressed envelope.**

(For SOS Office Use Only)

**The information completing this form must be typed (handwritten submissions will be rejected).
Faxed or emailed filings will not be acknowledged, processed, or returned.**

1. Information on the merging entity (this is the entity which will cease to exist/terminating entity):

The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

The Alabama Entity ID number: _____ - _____ (Format 000-000) *

The entity was formed in _____ county, Alabama on ____ / ____ / ____ (MM/DD/YYYY).

OR

The foreign entity is not currently registered to do business in Alabama:

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

_____ **Additional merging entities attached – must provide same information as above.**

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2. Information on the **surviving entity** (this is the entity which will continue to exist):

The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

The Alabama Entity ID number: _____ - _____ (Format 000-000) *

The entity was formed in _____ county, Alabama on ____ / ____ / ____ (MM/DD/YYYY).

OR

____ The surviving entity is a Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

____ The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

Required for entities formed outside of Alabama or Domestic Entities Not Registered with the Alabama Secretary of State

The Public Office (county courthouse, Secretary of State, governmental authority) **and** address of that office where formation documents are filed for the entity formed outside of Alabama:

3. The effective date of the merger shall be: _____ (MM/DD/YYYY - date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90th day after the date the instrument was signed). **The index of the Alabama Secretary of State will not reflect a date prior to the date received/filed by that office.**

4. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.

5. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.

6. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.

7. A copy of the Plan of Merger is on file at a place of business the surviving entity which is (street address):

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8. Amendments to surviving entity’s formation documents(name changes may require a name reservation):

9. **Foreign Entity requirement – merging or surviving:** copy of the filed merger document certified by the jurisdiction of formation/authority showing that the merger was effectuated prior to the effective date of this filing. Demonstrates compliance with 10A-1-8.02(f)(b)(2).

10. **Foreign Entity requirement – surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

_____Copies of any other documents which are consistent with Title 10A of the Alabama Code 1975 have been attached. (May include Plan of Merger, additional Signature pages as attachments, etc.)

Date

Typed Name **and** Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

Date

Typed Name **and** Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

Secretary of State Credit Card or Prepaid Payment Option/Return/Hold Sheet: If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing, you will not receive a credit card or prepaid account receipt from the Secretary of State's Office. Hold for pickup request will have the receipt attached. Office personnel will not be able to search credit card or prepaid account transactions to help you balance your accounts. Please do not use these options if you have problems collecting receipts from your filing agents. The document of record will be stamped showing the receipt of the filing fee and expedite fee but will not show convenience fees which will be charged by your card service provider (generally these fees are between 2% and 5% of the total charge).

Information MUST be typed or filing will be returned without review.

Entity Name: _____

AL Entity ID #, required for all filings other than formation/registration: _____ - _____ (ex: 000-000)

Service Requested: _____ \$100.00 Certificate of Merger filing fee

_____ \$100.00 Expedited Processing fee (**must be included with initial filing**)

Hold at Front Desk for Pick-up by: _____

(Service providers who run couriers for pick-up)

There is no notification service and there will not be a call for pick-up.

_____ Charge fees to prepaid account: Account Number _____
and Account Name _____

Typed Name & Signature of Authorized Individual on Account

_____ Credit Card Type: _____ (Visa, MC, Discover & AmEx)

Card Number: _____ Expiration Mo/Yr: ____/____ (MM/YY)

Card Holder Name: _____

Complete Billing Address: _____
Street or PO

_____ City State Zip

Signature of Card Holder: _____

MUST be Signature of Card Holder