

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger

(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name		

Address		

City	State	Zip Code
_____	_____	_____

Document will be returned to the name and address you enter to the left.



Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____	_____	_____	_____	_____

(b) Name of Commercial Registered Office Provider _____ County

c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____	_____	_____	_____	_____

(b) Name of Commercial Registered Office Provider _____ County

c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
_____	_____	_____	_____

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

_____ day of _____,

_____.

Name of Corporation/Limited Partnership

Signature

Title

Name of Corporation/Limited Partnership

Signature

Title



**Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.state.pa.us/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$150 plus \$40 additional for each party in addition to two, made payable to the Department of State.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Two copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) One copy of a completed form DSCB:15-134A (Docketing Statement), with respect to the new corporation resulting from a consolidation, unless the new corporation is a nonqualified foreign corporation.
 - (3) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name) shall accompany Articles of Merger effecting a change of name, and the change in name shall contain a statement of the complete new name.
 - (4) Any necessary governmental approvals.
- D. If a new corporation/limited partnership results from the transaction the form should be rewritten as Articles/Certificate of Consolidation and modified accordingly. *For Limited Partnerships*-Similarly, if a general partnership, corporation, business trust or other association is a party to the plan pursuant to 15 Pa.C.S. § 8545 (c) (relating to business trusts and other associations) this form should be modified accordingly.
- E. A foreign business/nonprofit corporation/limited partnership may be a party to a merger notwithstanding the fact that it has not been authorized to do business in Pennsylvania. However, if the surviving corporation/limited partnership is a foreign corporation /limited partnership which is not the holder of a Certificate of Authority under the Business/Nonprofit Corporation Law or is not authorized to do business in Pennsylvania under the Pennsylvania Revised Uniform Limited Partnership Act on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation/limited partnership and qualified foreign corporation/limited partnership evidencing the payment of all taxes and charges payable to the Commonwealth.
- F. If the name of a commercial registered office provider is used in Paragraph 3, it must be preceded by "c/o". See 15 Pa.C.S. § 109 (relating to name of commercial registered office provider in lieu of registered address).
- G. The effective date in Paragraph 4 may not be prior to the filing date, but the plan of merger may state a prior effective date "for accounting purposes only."
- H. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption.

For Articles of Merger (Corporations)

"Adopted by action of the shareholders (or members) pursuant to 15 Pa.C.S. § 1905" or "Adopted by action of the members (or shareholders) pursuant to 15 Pa.C.S. § 5905."

"Adopted by the directors and shareholders (or members) pursuant to 15 Pa.C.S. § 1924(a)" or "Adopted by the directors and members (or shareholders) pursuant to 15 Pa.C.S. § 5924(a)".

"Adopted by action of the board of directors of the corporation pursuant to 15 Pa.C.S. § 1924(b)(2)" or "Adopted by action of the board of directors of the corporation pursuant to 15 Pa.C.S. § 5924(b)". *(If the action was authorized by a body other than the board of directors this statement should be modified accordingly).*

"Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1924(b)(3)."

For Certificate of Merger-(Limited Partnerships)

"Adopted by the partners pursuant to 15 Pa.C.S. § 8546(f)."

"Adopted by the general partners pursuant to 15 Pa.C.S. § 8546(g)."

- I. *For Business Corporation Only:* If partnership, business trust or other non-corporate association is a party to the plan under 15 Pa.C.S. § 1921(c) (relating to business trusts, partnerships and other associations) appropriate changes should be made in the form.
- J. *For Business Corporations Only:* If the second option in Paragraph 7 is checked, the surviving corporation is required by 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) to furnish a copy of the full text of the plan, on request and without cost, to any shareholder and, unless the surviving corporation is a closely-held corporation as defined in 15 Pa.C.S. § 1103 (relating to definitions), on request and at cost to any other person.
- K. *For Nonprofit Corporations Only:* If the second option in Paragraph 7 is checked, the surviving corporation is required by 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) to furnish a copy of the full text of the plan, on request and without cost, to any person.
- L. *For Limited Partnerships Only:* If the second option in Paragraph 7 is checked, the surviving limited partnership is required by 15 Pa.C.S. § 8547(b) (relating to omission of certain provisions of plan of merger or consolidation) to furnish a copy of the full text of the plan, on request and without cost, to any partner of the limited partnership that was a party to the plan and, unless all parties to the plan had fewer than 30 partners each, on request and at cost to any other person.
- M. Where more than two corporations/limited partnerships are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified foreign business/nonprofit corporation/limited partnership which is not the surviving corporation/limited partnership and which is not otherwise mentioned in the body of the Articles/Certificate of Merger and with respect to which no docketing statement is submitted, except where the parent corporation (*Business Corporations Only*) is the sole signatory under 15 Pa.C.S. § 1924(b)(3).
- N. This form and all accompanying documents shall be mailed to the address stated above.