

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES**

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

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

EFFECTIVE DATE:
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear in Item 6

**CERTIFICATE OF MERGER  
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
and Limited Partnerships**

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit 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 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 an 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 \_\_\_\_\_, \_\_\_\_\_.

**3. 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 the number of shares is subject to change prior to the effective date of the merger or consolidation, 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 _____	By _____
(Signature of Authorized Officer of Agent)	(Signature of Authorized Officer of Agent)
_____	_____
(Type or print name)	(Type or print name)
_____	_____
(Name of Corporation)	(Name of Corporation)

**4. Complete for any 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)

5. Complete for any Limited Partnership 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)



Name of person or organization remitting fees:

Preparer's name and 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 filable and may not meet your needs. This is a legal document and agency cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of the 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 Act 23, P.A. of 1993, for the purpose of merging one or more domestic limited liability companies and other business entity.

*Corporations*: This Certificate is to be used pursuant to sections 701 through 707 of Act 284, P.A. of 1972, for the purpose of merging two or more domestic and/or foreign corporations and any other business entity.

*Limited Partnerships*: This Certificate is to be used pursuant to section 210 of Act 213, P.A. of 1982, for the purpose of merging two or more domestic and/or foreign limited partnerships and 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*: Item 6 - 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 in Item 6. 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 Act 284, P.A. of 1972, 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 Act 23, P.A. 1993, 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 BCS/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. (BCS/CD-404)
10. 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 domestic profit 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 involved in the merger ..... \$50.00  
Each new Assumed Name ..... \$10.00  
If a foreign corporation authorized to transact business in this state merges into any domestic corporation and, if the surviving domestic 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

**To submit by mail:**

Michigan Department of Labor & Economic Growth  
Bureau of Commercial Services - Corporation 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 VISA or Mastercard 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

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

**New expedited services beginning January 1, 2006.**

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

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and 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 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. BCS/CD-901

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