



ARTICLES OF CONSOLIDATION

Business, Professional, Non Profit, or Cooperative Corporation

Pursuant to the provisions of the Alaska Statutes, the Articles of Consolidation shall be executed by each corporation by its president or vice president and by its secretary or assistant secretary and must set out the plan of consolidation, number of shares outstanding for each corporation and, if the shares of a class were entitled to vote as a class, the designation and number of outstanding shares of the class; and the number of shares voted for and against the plan.

Article 1. Name of the consolidating corporation:	Alaska Entity # if applicable:

Name of the consolidating corporation:	Alaska Entity # if applicable:

Attach additional sheet with additional corporations if necessary

Article 2. Name of the new corporation:

Article 3. Plan of Consolidation: (A Copy of the Plan of Consolidation must be attached.)

The plan of consolidation must set out:

1. the names of the corporations proposing to consolidate and the name of the new corporation into which they propose to consolidate;
2. the terms and conditions of the proposed consolidation;
3. The manner and basis of converting the shares of each merging corporation into shares or other securities or obligations of the surviving corporation;
4. the statements with respect to the new corporation required to be set out in the articles of incorporation for corporations organized under this chapter; and
5. other provisions of the consolidation considered necessary or desirable.

Article 4. The consolidation must be approved by each entity that is party to the consolidation.

Name of the consolidating corporation:	
Number of shares outstanding of each corporation, the shares entitled to vote and the vote for and against the consolidation:	If the shares of a class were entitled to vote as a class:
Number of Outstanding Shares:	Number of Shares in Class:
Number of Shares Entitled to Vote:	Class Series:
Number of Shares Voting For Consolidation:	Number of Votes For Consolidation:
Number of Shares Voting Against Consolidation:	Number of Votes Against Consolidation:

Name of the consolidating corporation:

Number of shares outstanding of each corporation, the shares entitled to vote and the vote for and against the consolidation:	If the shares of a class were entitled to vote as a class:
Number of Outstanding Shares:	Number of Shares in Class:
Number of Shares Entitled to Vote:	Class Series:
Number of Shares Voting For Consolidation:	Number of Votes For Consolidation:
Number of Shares Voting Against Consolidation:	Number of Votes Against Consolidation:

Article 5. The Articles of Consolidation **must** be signed by the president or vice president and by the secretary or assistant secretary of **each corporation**:

Name of Consolidating Entity:

Signed this _____ day of _____, 20_____.

Signature of President or Vice President

Printed Name

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Signature of Secretary or Assistant Secretary

Printed Name

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Name of Consolidating Entity:

Signed this _____ day of _____, 20_____.

Signature of President or Vice President

Printed Name

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Signature of Secretary or Assistant Secretary

Printed Name

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If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the completed Articles of Consolidation and **\$25.00** filing fees (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau, AK 99811

For additional information or forms please visit our web site at: www.corporations.alaska.gov

AS 10.06.562. Merger, Consolidation, or Exchange of Shares Between Domestic and Foreign Corporation.

One or more foreign corporations and one or more domestic corporations may be merged or consolidated, or participate in an exchange, if the merger, consolidation, or exchange is permitted by the laws of the state under which each foreign corporation is organized and

1. each domestic corporation complies with the provisions of this chapter with respect to the merger, consolidation, or exchange of domestic corporations and each foreign corporation complies with the applicable provisions of the laws of the state under which it is organized; and
2. if the surviving or new corporation is to be governed by the laws of another state, it complies with provisions of this chapter concerning foreign corporations if it is to transact business in this state and it files with the commissioner an
 - a. agreement that the surviving or new foreign corporation may be served with process in this state in a proceeding for the enforcement of an obligation of a domestic corporation that is a party to the merger or consolidation and in a proceeding for the enforcement of the rights of a dissenting shareholder of a domestic corporation against the surviving or new corporation;
 - b. irrevocable appointment of the commissioner as the agent of the surviving or new corporation to accept service of process in a proceeding described in (A) of this paragraph; and
 - c. agreement that it will promptly pay to the dissenting shareholders of a domestic corporation the amount to which they are entitled under provisions of this chapter with respect to the rights of dissenting shareholders.

Alaska Statutes prohibit a foreign professional corporation from consolidating into a domestic professional corporation.