

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Certificate of Merger or Consolidation
Limited Liability Company
(15 Pa. C.S. § 8958)**

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 addition to two

In compliance with the requirements of the 15 Pa.C.S. § 8958 (relating to articles of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is: _____

2. Check and complete one of the following:					
<input type="checkbox"/> The surviving limited liability company is a domestic limited liability company 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: _____					
<input type="checkbox"/> The surviving limited liability company is a qualified foreign limited liability company 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: _____					
<input type="checkbox"/> The surviving limited liability company is a nonqualified foreign limited liability company 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		
_____	_____	_____	_____		

3. The name and the address of the current registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
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4. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger or consolidation shall be effective on: _____ at _____.
Date Hour

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is as follows:

Name of Limited Liability Company	Manner of Adoption
<hr/>	
<hr/>	

6. ~~Strike out this paragraph if no foreign limited liability company is a party to the merger or consolidation:~~

~~The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 8958 (b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:

Number and street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this

_____ day of _____, _____.

Name of Limited Liability Company

Signature

Title

Name of Limited Liability Company

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) If the amendment effects a change of name, two copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name) shall accompany a Certificate of Merger or Consolidation effecting a change of name, and the change in name shall contain a statement of the complete new name.
 - (3) Any necessary governmental approvals.
- D. If a general partnership, corporation, business trust or other association is a party to the plan pursuant to 15 Pa.C.S. § 8956(c) (relating to business trusts and other associations) this form should be modified accordingly.
- E. A foreign limited liability company may be a party to a merger or consolidation notwithstanding the fact that it has not been authorized to do business in Pennsylvania. However, if the surviving limited liability company is a foreign limited liability company which is not authorized to do business in Pennsylvania under the Pennsylvania Limited Liability Company Act on the effective date of the merger or consolidation, 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 limited liability and qualified foreign limited liability company 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 a "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 or consolidation 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.

"Adopted by the members pursuant to 15 Pa.C.S. § 8957(g)."

"Adopted by the members and managers pursuant to 15 Pa.C.S. § 8957(g)."

"Adopted by the managers pursuant to 15 Pa.C.S. § 8957(h)."

- I. If the second option in Paragraph 7 is checked, the surviving limited liability company is required by 15 Pa.C.S. § 8958(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 member of any company that was a party to the plan and, unless all parties to the plan had fewer than 30 members each, on request and at cost to any other person.
- J. Where more than two limited liability companies are parties to the merger or consolidation appropriate additional signatures should be added. All parties to the merger or consolidation shall execute the Certificate of Merger or Consolidation, including a nonqualified foreign limited liability company which is not the surviving limited liability company and which is not otherwise mentioned in the body of the Certificate of Merger or Consolidation.
- K. This form and all accompanying documents shall be mailed to the address listed above.