



CERTIFICATE OF MERGER OF

(Insert Name of Domestic Entity)

AND

(Insert Name of Foreign Limited Liability Company)

INTO

(Insert Name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is:

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is:

THIRD: For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed with the Department of State is (if no such application has been filed, a statement to such effect and a statement that the foreign surviving limited liability company is not to do business in this state until it has filed an application for authority with the Department of State):

FOURTH: The agreement of merger has been approved and executed by each domestic limited liability company or other business entity that is to merge.

FIFTH: The name of the surviving foreign limited liability company is:

SIXTH: The effective date of merger, if it is not to be effective upon the filing of the Certificate of Merger, is:

_____. (A future effective date may not exceed 30 days from the date of filing.)

SEVENTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign limited liability company.

EIGHTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign limited liability company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is:

_____.

TENTH: This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and foreign limited liability company and is in compliance therewith.

ELEVENTH: The agreement of merger is on file at the following place of business of the surviving foreign limited liability company:

_____.

TWELFTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

(Name of Domestic Entity)

(Name of Foreign Limited Liability Company)

X_____
(Signature)

X_____
(Signature)

(Type or Print Name)

(Type or Print Name)

(Capacity of Signer)

(Capacity of Signer)

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Filer's Name and Mailing Address:

Name:

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

NOTES:

1. The name(s) of the limited liability company or other business entity and the date(s) of filing of the articles of organization, formation or qualification document must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form was prepared by the New York State Department of State for filing a certificate of merger with a foreign limited liability company survivor. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores.
3. The Department of State recommends that legal documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a **\$60** filing fee made payable to the Department of State.

(For office use only)