



CERTIFICATE OF MERGER OF

(Insert Name of Foreign Entity)

AND

(Insert Name of Domestic Limited Liability Company)

INTO

(Insert Name of Domestic 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 by the Department of State is (if no such application has been filed, a statement to such effect):

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

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

SIXTH: The effective date of the 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 Secretary of State is designated as agent of the surviving 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 against the limited liability company served upon him or her is:

_____.

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

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

_____.

TENTH: A copy of the agreement of merger will be furnished by the surviving domestic 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.

_____	_____
<i>(Name of Foreign Entity)</i>	<i>(Name of Domestic Limited Liability Company)</i>
X	
_____	_____
<i>(Signature)</i>	<i>(Signature)</i>
_____	_____
<i>(Type or Print Name)</i>	<i>(Type or Print Name)</i>
_____	_____
<i>(Capacity of Signer)</i>	<i>(Capacity of Signer)</i>

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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 of the limited liability company or other business entity and the date(s) of the filing of the articles of organization or formation 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 sample form was prepared by the New York State Department of State for filing a certificate of merger with a domestic 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)