

**INSTRUCTIONS FOR FILING
ARTICLES OF MERGER**

- Item 1** Enter the name of the surviving business entity, check the applicable box indicating what type of business entity it is and enter the State or Country the surviving business entity is formed under.
- Item 2** Enter the address of the surviving business entity.
- Item 2a** Enter the mailing address of the surviving business entity in the second space provided only if the surviving business entity is a foreign business entity that is not currently qualified to transact business in North Carolina.
- Item 3** Enter the name and address of each merging business entity and select the applicable type of business entity that applies to each of the merging business entities. Attach a separate page if necessary.
- Item 4** Attach any amendments to the surviving business entity's Articles of Incorporation, Articles of Organization or Certificate of Domestic Limited Partnership included in the plan of merger. Please note that amended and restated Articles of Incorporation or Organization may not be attached to the Articles of Merger.
- Item 5** See document. A plan of merger must have been approved in accordance with law prior to submitting the Articles of Merger to the Secretary of State.
- Items 6 & 7** Attach the information required by §55-11-12(d) to the Articles of Merger.
- Item 8:** The document will be effective on the date and at the time of filing, unless a delayed date and/or an effective time (on the day of filing) is specified. If a delayed effective date is specified without a time, the document will be effective at 11:59 p.m. Raleigh, North Carolina time on the day specified. If a delayed effective date is specified with a time, the document will be effective on the day and at the time specified. A delayed effective date may be specified up to and including the 90th day after the day of filing.

Date and Execution

Enter the date the document was executed.

In the blanks provided enter:

- The name of the surviving or resulting business entity as it appears in item 1.
- The signature of the applicable representative executing the document.
- Business Corporation/Nonprofit Corporation: the document must be signed by the Chairman or any other Officer of the Corporation.
- Limited Liability Company: the document must be signed by a Company Official of the LLC.
- Limited Partnership/Limited Liability Partnership: the document must be signed by a General Partner of the LP/LLP.
- The name and title of the above-signed representative.

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55-11-12, 55A-11-09(d), 55A-11-04, 57D-9-42, 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is _____, a (*check one*)
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
_____ (*state or country*).

2. The address of the surviving entity is:

Street Address: _____ City: _____

State: _____ Zip Code: _____ County: _____

(a) (*Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.*) The mailing address of the surviving foreign business entity is:

Street Address: _____ City: _____

State: _____ Zip Code: _____ County: _____

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: (*if more than one, complete on separate sheet and attach.*)

The name of the merged entity is _____, a (*check one*)
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
_____ (*state or country*).

The mailing address of each merging entity is: (*if more than one, complete on separate sheet and attach*)

Street Address: _____ City: _____

State: _____ Zip Code: _____ County: _____

4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

Provide the information in Items 6 and 7 below for a merger between a parent unincorporated entity and a subsidiary corporation or corporations. (§55-11-12)

6. The terms and conditions of the merger are attached. (§55-11-12 mergers only)
7. Information concerning the manner and basis of converting the interests in each merging business entity into interests, obligations, or securities of the surviving business entity, or into cash or other property in whole or in part, or of cancelling the interests is attached. (§55-11-12 mergers only)
8. These articles will be effective upon filing unless a delayed date and/or time is specified _____.

This the ____ day of _____, 20_____.

Name of Entity

Signature

Type or Print Name and Title

NOTES:

1. Filing fee is \$50 for For-profit entities.
2. Filing fee is \$25 when the surviving business entity is a Non-profit corporation.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1