

Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812

**Certificate of Merger
of a Foreign Limited Partnership
into a Delaware Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger for a Foreign Limited Partnership merging into a Delaware Corporation to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$239.00. If the document is more than 1 page, \$9 must be submitted for each additional page. You will receive a stamped “Filed” copy of the submitted document. A certified copy may be requested for an additional \$50. Expedited services are available for an additional fee. Please contact our office concerning these fees or our fee chart can be consulted at www.corp.delaware.gov.

A check for the filing fees must accompany the Certificate. Please make the check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 04/19

Special Instructions – Certificate of Merger of Foreign Limited Partnership into Delaware Corporation

This form is to be used as a Template only. The following instructions will help you in correctly completing the Merger Certificate. The instructions are numbered to correspond with the article being referenced.

- 1. The current name of the Delaware corporation exactly as it exists in our records and name and state of incorporation of the foreign limited partnership. Please visit our website to verify the name of the Delaware corporation.*
- 2. A statement that the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Title 8, Section 263(c).*
- 3. The current name of the surviving Delaware corporation exactly as it exists in our records.*
- 4. A statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.*
- 5. The effective date of the merger; which must include the month, day and year. The date must be listed as either the date the document is received by the Division or a future date that is within 90 days of the file date.*
- 6. List the address of the surviving Delaware corporation at which the Agreement of Merger is on file.*
- 7. A statement that the Agreement of Merger will be provided to any stockholder of any constituent corporation or any partner of any constituent limited partnerships.*

Execution Block - *The document must be signed by an Authorized Officer of the surviving Delaware corporation. The name of the person must be typed or written legibly underneath the signature.*

This form contains the basic information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at corp@delaware.gov.

*Sincerely,
Delaware Division of Corporations*

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law, the undersigned surviving corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is _____
_____, a Delaware corporation, and the name
of the Partnership being merged into this surviving corporation is _____
_____, a _____ limited
partnership.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Title 8, Section 263(c).

THIRD: The name of the surviving corporation is _____
_____.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on _____.

SIXTH: The Agreement of Merger is on file at _____
_____,
the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of any constituent corporations or any partner of any constituent limited partnerships.

By: _____
Authorized Officer

Name: _____
Print or Type

Title: _____