

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

**Certificate of Merger  
Foreign Limited Liability Company  
into Domestic Limited Partnership**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger or Consolidation of Foreign Limited Liability Company into a Domestic Limited Partnership to be filed in accordance with the Limited Liability Company Act of the State of Delaware and the Limited Partnership Act of the State of Delaware. The fee to file the Certificate is a minimum of \$200.00. A stamp “Filed” copy of your submitted document will be returned. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware entities merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your 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. 07/04

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
FOREIGN LIMITED LIABILITY COMPANY INTO  
A DOMESTIC LIMITED PARTNERSHIP**

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act.

**First:** The name of the surviving Limited Partnership is \_\_\_\_\_, a Delaware Limited Partnership.

**Second:** The name of the Limited Liability Company being merged into the Limited Partnership is \_\_\_\_\_, a Foreign Limited Liability Company.

**Third:** The jurisdiction in which this Limited Liability Company was formed is \_\_\_\_\_.

**Fourth:** The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

**Fifth:** The name of the surviving Limited Partnership is \_\_\_\_\_.

**Sixth:** An agreement of merger or consolidation is on file at a place of business of the surviving Delaware Limited Partnership and the address thereof is \_\_\_\_\_.

**Seventh:** A copy of the agreement of merger or consolidation will be furnished by the surviving Limited Partnership, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Partnership has caused this certificate to be signed by its general partner(s), this \_\_\_\_\_ day of \_\_\_\_\_, A.D., \_\_\_\_\_.

By: \_\_\_\_\_  
General Partner

Name: \_\_\_\_\_  
Print or type