

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

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

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger of a Delaware Corporation merging into a Delaware Limited Partnership to be filed in accordance with Section 263(c) of the General Corporation Law of the State of Delaware and Section 17-211(c) of the Limited Partnership Act of the State of Delaware. The fee to file the Certificate is \$459.00; \$259 for corporation fee and \$200 for limited partnership fee. If the document is more than 1 page, please include \$9.00 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. Please contact our office concerning these fees or you may consult our fee chart at corp.delaware.gov.

Before the Certificate can be filed, all taxes due to the State through the effective date of the merger must be paid and all applicable Annual Franchise Tax Reports must be filed. Please contact the Franchise Tax Section prior to submitting the document for filing to determine the Franchise Taxes and Annual Reports due. Checks should be made 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

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

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 limited partnership and the current name of the Delaware corporation exactly as they exist in our records. Please visit our website to verify the names of the Delaware entities.*
- 2. Statement required by Section 263(c)(2) and 17-211(c)(2); no action needed.*
- 3. The current name of the surviving Delaware limited partnership.*
- 4. The month, day and year of the effective date of the merger. The date can either be the date the document is received by the Division or a future date that is within 90 days of the file date.*
- 5. List the address of the place of business of the surviving Delaware limited partnership at which the Agreement of Merger is on file.*
- 6. Statement required by Section 263(c)(7) and 17-211(c)(7); no action needed.*

Execution Block - *The document must be signed by the general partner(s) of the surviving limited partnership. 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 INTO
DOMESTIC LIMITED PARTNERSHIP**

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law and Title 6, Section 17-211(c) of the Delaware Limited Partnership Act, the undersigned limited partnership executed the following Certificate of Merger:

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

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263 of the Delaware General Corporation Law and Section 17-211 of the Delaware Limited Partnership Act.

THIRD: The name of the surviving Delaware limited partnership is _____.

FOURTH: The merger is to become effective on _____.

FIFTH: The executed Agreement of Merger is on file at _____, a place of business of the surviving Delaware limited partnership.

SIXTH: A copy of the Agreement of Merger will be furnished by the Delaware limited partnership, on request and without cost, to any partner of the Delaware limited partnership or any person holding an interest in the Delaware corporation.

IN WITNESS WHEREOF, said limited partnership has caused this certificate to be signed by the general partner(s), the _____ day of _____, A.D., _____.

By: _____
General Partner

Name: _____
Print or Type

Title: _____