

**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 Foreign Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger of a Delaware Corporation into a Foreign Corporation to be filed in accordance with Section 252(c) of the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$259.00. If the document is more than 1 page, please include \$9.00 for each additional page. If multiple counties are involved, you may be assessed additional county recording and municipality fees. 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 for the Delaware corporation. 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 Foreign 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 and state of incorporation of the foreign corporation and the current name of the Delaware corporation exactly as it exists in our records. Please visit our website to verify the name of the Delaware corporation.*
- 2. Statement required by Section 252(c)(2); no action needed.*
- 3. The current name and state of incorporation of the surviving foreign corporation.*
- 4. A statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. If amendments are authorized to the Certificate of Incorporation of the surviving corporation, you may draft a new document with this information.*
- 5. 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.*
- 6. List the address of the surviving foreign corporation at which the Agreement of Merger is on file.*
- 7. Statement required by 252(c)(7); no action needed.*
- 8. List the address of the surviving foreign corporation at which the Delaware Secretary of State may forward service of process.*

Execution Block - *The document must be signed by an Authorized Officer of the surviving foreign 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 INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is _____
_____, a (*list jurisdiction*) _____
corporation, and _____, a
Delaware Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is _____
_____ a (*list jurisdiction*) _____
corporation.

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 executed Agreement of Merger is on file at _____
_____,
an office of the surviving corporation.

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

EIGHTH: The surviving foreign corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the non-surviving Delaware corporation, as well as for enforcement of any obligation of the surviving foreign corporation arising from this merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The Secretary of State shall mail any such process to the surviving corporation at _____.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the _____ day of _____, A.D., _____.

By: _____
Authorized Officer

Name: _____
Print or Type