

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

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

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger of a Delaware Limited Partnership merging into a Delaware Corporation to be filed in accordance with Section 263(c) of the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$459.00; \$200 for limited partnership fee and \$259 for corporation 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 of Delaware through the effective date of the merger must be paid by the Delaware limited partnership which is merging into the Delaware corporation. Please contact the Franchise Tax Section prior to submitting the document for filing to determine the Annual Taxes 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 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 and the current name of the Delaware limited partnership 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); no action needed.*
- 3. The current name of the surviving Delaware 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 office of the surviving Delaware corporation at which the Agreement of Merger is on file.*
- 7. Statement required by Section 263(c)(7); no action needed.*

Execution Block - *The document must be signed by an Authorized Officer of the surviving 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 LIMITED
PARTNERSHIP INTO
DOMESTIC CORPORATION**

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

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

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 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 corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited partnership.

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

By: _____
Authorized Officer

Name: _____
Print or Type