DELAWARE DIVISION OF CORPORATIONS
ADMINISTRATIVE GUIDELINES FOR FILING DOCUMENTS
UNDER THE
GENERAL CORPORATION LAW
REVISED UNIFORM PARTNERSHIP ACT
LIMITED PARTNERSHIP ACT
LIMITED LIABILITY COMPANY ACT
STATUTORY TRUST ACT

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Revision History

Revision Date	Issued By	Nature of Revision
8/1/2011	Corporations Section Administrator	Annual Legislative updates. Details of revisions can be found after table of contents in this document.
8/1/2012	Corporations Section Administrator	Annual Legislative updates. Details of revisions can be found after table of contents in this document.

GUIDELINE REVISION SUMMARY
August 1, 2012

SECTION NUMBER	*REVISION*	*PAGE#*
Section 254	*Added requirement for type of entity in number 2 of agreement section and number 1 of certificate section.*	*27*
Section 263	*Added requirement for type of entity in number 1 of agreement section and number 1 of certificate section.*	*35*
Section 267	*Added requirement for type of entity in number 3.*	*39*
Section 265	*Added requirement for type of entity in number 2.*	*42*
Section 311	*Added requirement to list registered office and agent As new number 2 and renumbered subsequent requirements.*	*50*
Section 312	*Added verbiage regarding registered office address to number 2.*	*51*
Section 313	*Added verbiage regarding registered office address to number 2.*	*51*
Section 371	*No law change – just added verbiage to number 3 regarding who can be agent for foreign corporations and added verbiage regarding registered office address.*	*52*
Section 377	*Added verbiage to number 2 regarding who can be agent for foreign corporations and added verbiage regarding registered office address.*	*54*
Section 381	*Updated "Please Note" to reflect the removal of the provision to allow a copy of the certificate of dissolution from the foreign jurisdiction.*	*56*
Section 390	*Added verbiage to number 5 regarding the address for service of process.*	*57*
Section 15-105 (d)	*Added verbiage under cancellation requirements regarding the new requirement to file a cancellation*	*59*

	to a statement of partnership existence after filing a cancellation to a statement of qualification or to file an amendment removing the limited liability partnership, L.L.P. or LLP designation from the name of the partnership	
Section 15-303	*Added 1 "d" to confirm the existing practice of restricting the use of the word "bank" or any variation.*	*64*
Section 15-901	*Added requirement for type of entity in number 2.*	*67*
Section 15-902	*Added requirement for type of entity in number 1 of certificate section.*	*68*
Section 15-904	*Added new verbiage allowing domestications to a limited liability partnership as new number 7 and renumbered subsequent requirements. Also, added "**" note regarding filing of simultaneous Statement of Qualification when filing Certificate of Domestication and Statement of Partnership Existence.*	*71*
Section 15-905	*Added verbiage to number 6 regarding the address for service of process.*	*72*
Section 15-1001	*Added 1 "d" to confirm the existing practice of restricting the use of the word "bank" or any variation.*	*73*
Section 15-1003(a)	*Added verbiage to number 3 to clarify number of partners listed on the report are as of a date certain.*	*74*
Section 17-201	*Added 1 "e" to confirm the existing practice of restricting the use of the word "bank" or any variation.*	*85*
Section 17-211	*Added requirement for type of entity in number 1 of certificate section.*	*91*
Section 17-214	*Added verbiage under "Please Note" regarding the new requirement to file an amendment removing the limited liability limited partnership, L.L.L.P. or LLLP designation from the name of the limited partnership.*	*94*

Section 17-216	***Added verbiage to number 6 regarding the address for service of process.***	***95***
Section 17-217	***Added requirement for type of entity in number 2.***	***96***
Section 18-201	***Added 1 "e" to confirm the existing practice of restricting the use of the word "bank" or any variation.***	***107***
Section 18-209	***Added requirement for type of entity in number 1 of certificate section.***	***113***
Section 18-213	***Added verbiage to number 6 regarding the address for service of process.***	***116***
Section 18-214	***Added requirement for type of entity in number 2.***	***117***
Section 3815	***Added requirement for type of entity in number 1 of certificate section.***	***135***
Section 3820	***Added requirement for type of entity in number 2.***	***136***
Section 3823	***Added verbiage to number 6 regarding the address for service of process.***	***138***
Fee Chart	***Updated to remove reference to filing fee "tax".***	

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DELAWARE DIVISION OF CORPORATIONS
ADMINISTRATIVE GUIDELINES

Documents presented for filing to the Delaware Division of Corporations will be accepted for filing if they meet the requirements set forth below. This is not an indication that they meet the requirements of the laws of the State of Delaware. These guidelines are for the purposes of administrative review and compliance only.

General Instructions

Documents must be submitted on 8½" by 11" paper. Paper longer than 13" will be rejected.

Documents must have minimum margins as follows: *1" on Sides*
2" at Top
1½" at Bottom

Documents must be submitted using black ink, including signatures and any handwritten material.

ALL DOCUMENTS MUST BE CLEAR ENOUGH SO THEY WILL BE READABLE WHEN IMAGED. ***LEGIBLE*** *FAX/TELECOPIES, ETC. ARE ACCEPTABLE.*

ANY SIGNATURE ON ANY CERTIFICATE AUTHORIZED TO BE FILED WITH THE SECRETARY OF STATE MAY BE CONFORMED, ELECTRONICALLY TRANSMITTED OR A FACSIMILE.

ALL BLANKS MUST BE COMPLETED INCLUDING EXECUTION DATE. This includes Exhibits unless it states "in the form of".

It is acceptable to have an Article below the signature.

It is acceptable to have two documents for the same entity filed at the same time unless there are obvious reasons why they can't. However, our office policy will be to file multiple part filings at different times unless the same file time is requested by the customer.

Only the street address needs to be listed for a registered agent even if the suite number or building is part of the agent account on DCIS.

Any document listing an effective date that is prior to the filing date must state that it is for "accounting and tax purposes only" or the date must be removed

It is acceptable to list effective times that state a specific jurisdiction (for example Delaware time, California time, etc.). If it falls under the Eastern Standard Time zone; we will enter the time into DCIS. If it falls under another time zone; we will NOT enter it into DCIS.

Any document listing any name in a foreign language must have the English version in the comments area of the cover memo. If it is a persons name they must state that fact on the cover memo. Filers should check the foreign name at the following website http://babelfish.altavista.com/tr to verify that we have been given an accurate translation. If the name contains the Bank Commissioner, Department of Insurance or Department of Education buzz words the appropriate action should still be taken. Words that translate as profanities or would otherwise be harmful to the state or deceptive to the public are prohibited as per our standard name policy. In addition, we will no longer check the translated version of the name for availability on DCIS. As long as the foreign name is available as stated in the document, we will accept it for filing. Any document received that includes the name translation as part of the document will still be accepted.

EXECUTIONS

SECTION 103(a)

(a) Whenever any instrument is to be filed with the Secretary of State or in accordance with this section or chapter, such instrument shall be executed as follows:

(1) The certificate of incorporation, and any other instrument to be filed before the election of the initial board of directors if the initial directors were not named in the certificate of incorporation, shall be signed by the incorporator or incorporators. If any incorporator is not available by reason of death, incapacity, unknown address, or refusal or neglect to act, then any such other instrument may be signed, with the same effect as if such incorporator had signed it, by any person for whom or on whose behalf such incorporator, in executing the certificate of incorporation, was acting directly or indirectly as employee or agent, provided that such other instrument shall state that such incorporator is not available and the reason therefor, that such incorporator in executing the certificate of incorporation was acting directly or indirectly as employee or agent for or on behalf of such person, and that such person's signature on such instrument is otherwise authorized and not wrongful.

(2) ALL OTHER INSTRUMENTS SHALL BE SIGNED.

(a) BY ANY AUTHORIZED OFFICER OF THE CORPORATION; or

(b) If it shall appear from the instrument that there are no such officers, then by a majority of the directors or by such directors as may be designated by the board; or

(c) If it shall appear from the instrument that there are no such officers or directors, then by the holders of record, or such of them as may be designated by the holders of record, or such of them as may be designated by the holders of record, of a majority of all outstanding shares of stock; or

(d) By the holders of record of all outstanding shares of stock.

(e) If another section of this chapter specifically prescribes a manner of executing, acknowledging, filing or recording a specified instrument or a time when such instrument shall become effective which differs from the corresponding provisions of this section, then such other section shall govern.

(f) Any signature on any instrument authorized to be filed with the Secretary of State under any provision of this title may be a facsimile but all facsimiles must be legible or they will not be accepted.

PLEASE NOTE: *The name of the person(s) signing any document must be printed or typed below the signature unless you can understand the name in the signature or if the name is listed elsewhere in the document.*

(Continued on page 3)

(Executions continued from page 2)

If the Incorporator is deceased or cannot be located, any person for whom Incorporator was acting as agent may sign in place of the Incorporator.

A conformed signature is a typed name above and below the signature line; however, we will accept a typed name above the line. If a typed name is below the signature line only, we will require a typed name above the line in order to accept the document for filing.

Any corporate document being signed by an attorney-in-fact must be accompanied by the documentation that gives the signer the authority to sign on behalf of the authorized officer.

Any document signed by an Attorney-in-Fact must properly identify either in the witness paragraph and/or within the execution block that the signing party is executing on behalf of another party (e.g. a company, individual, general partner, authorized officer etc.) For example, the witness paragraph should state that the Certificate is signed by the attorney-in-fact, and the execution block should contain some form of statement, either above or below the signature, such as "Mary R. Adams, Attorney-in-Fact on behalf of John Smith, Vice President".

8/01/07

ACCEPTANCE OF THE CONSTITUTION with an ACT TO INCORPORATE

1. *File the Acceptance of the Constitution.*

2. *If they send in an Act to Incorporate, attach it behind the Acceptance of the Constitution, with a note that the Act to Incorporate is not to be certified, and no plain copy will be issued.*

3. *When filing the Acceptance of the Constitution, a restated document should be filed at the same time.*

4. *Acts to Incorporate are not filed; no plain or certified copies are issued.*

5. *On the 150 DCIS Screen, you will start with the Acceptance of the Constitution,* ***DO NOT*** *count the pages of the Act to Incorporate.*

6. *When releasing the work, you will only send out the Accepting of the Constitution, and discard the Act to Incorporate.*

07/31/97

Information Regarding an "Act to Incorporate"

An "Act to Incorporate" is a very old document by which a company was granted corporate status by a governing body other than the Secretary of State. Most often, it was the Delaware State Legislature and usually took place prior to the creation of the General Corporation Laws of the State of Delaware in 1899. (Prior to any corporation department).

In 1899, the Delaware State Constitution addressed these types of old corporations by stating: "No corporation in existence at the adoption of this Constitution shall have its charter amended or renewed without first filing, under the corporate seal of said corporation, and duly attested, in the office of the Secretary of State, an acceptance of the provisions of this Constitution."

If such a corporation wanted to continue it existence, it would have to file an "Acceptance of the Constitution" with the Secretary of State. This would be the very first document we would have accepted for filing to create a corporate record. If the corporation can prove it existed on a certain date prior to 1899, then that will be the incorporation date otherwise on our records the date we receive the Acceptance of the Constitution would be the inception date of the corporation. If at some point prior to 1899, the corporation had lost its corporation status, and wished to again be a corporation, it would have had to file an Acceptance of the Constitution with us and also a Certificate of Renewal with us. They were usually filed on the same day, two separate documents.

*Occasionally, the corporation would provide us with a copy of the "Act to Incorporate" issued by the Legislature (or other governing body) just to prove it was granted corporate status at some prior time. Very rarely, a corporation may include a copy of other documents, such as a change of name amendment, or whatever, which was also approved by the governing body prior to the institution of the General Corporation Law in 1899. You may find these copies in the corporate records **BUT** they are for informational purposes only. **DO NOT** list them on the document history screen. Document history on such a company should start with the Acceptance of the Constitution as the first document on file with the Secretary of State.*

***DO NOT** issue plain or certified copies of any copy of an "Act to Incorporate" or other old documents approved by the Legislature prior to the General Corporation Law.*

Recently, we have had people trying to file document with our office to activate a corporation which existed prior to our department. Any such attempt should be looked at carefully. Why, after almost 100 years, would this be happening? If, after scrutiny, the reason is deemed to be valid and we allow the filing, we would legally file the Acceptance of the Constitution. Instead of the previously required Renewal, it was decided by this department that a Restated Certificate of Incorporation would be preferable to be filed in conjunction with the Acceptance of the Constitution.

If the filing party includes a copy of an old "Act to Incorporate" as proof of prior existence, it would not be filed. We could put a copy behind the Acceptance of the Constitution but we would have to put a page in front of it stating that it is a copy, for information purposes only. Obviously, you would not include those pages in the page count for the Acceptance of the Constitution and those pages would not be sent out in any form.

08/01/06

SECTION 102 *Certificate of Incorporation*

1. *Name of the Corporation. Must be distinguishable on the records of the Division from the names that are reserved and the names of other corporations, partnerships, limited partnerships, limited liability companies, or statutory trusts organized or registered as a foreign corporation, limited partnership, limited liability company or statutory trust except with the written consent of the person who has reserved such name or from such other foreign corp., foreign or domestic partnership, limited partnership, limited liability company or statutory trust which is filed with the Division . Consent from another Delaware corporation is not permitted. Must contain one of the words "association", "company", "corporation", "club", "foundation", "fund", "incorporated", "institute", "society", "union", "syndicate", or "limited" or one of the abbreviations thereof, with or without periods; provided, however, that such requirement may be waived if such corporation executes, acknowledges and files with the Secretary of State in accordance with Section 103 a certificate stating that its total assets, as defined in subsection (I) of Section 503, are not less than $10,000,000.* Such requirement may also be waived at the sole discretion of the Division if the corporation is both nonprofit nonstock and an association of professionals. Must not contain the word "TRUST", "TRUSTEE", or any derivative unless it has the approval of the Bank Commissioner. See §395. Also, names with the word "Bank" or derivatives therefrom, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner to determine if the corporation should be regulated by his office. Certain other purposes might need approval pursuant to §125 and §126. Documents listing entities as bank holding companies in the purpose do not need to be reviewed by the Bank Comm. unless they have "Bank", "Trust" or any derivative in the name. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited.*

2. *Registered Agent and Registered Office. Registered agent may be the corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Purpose. Set forth purpose. Banks must be approved by the Bank Commissioner. Degree granting institutions must be approved by the Department of Public Instruction. Insurance companies; send copy to the Insurance Commissioner after filing and also send companies using the following words in their names: Assurance, Bond, Bonding, Casualty, Fidelity, Guaranty, Healthplan, HMO, Indemnity, Insurance, RE, Reassurance, Risk, Risk Retention, Surety, Surplus Lines and Underwriters.*

4. *Authorized stock. Number and par value (U.S. $$) or No Par (may be abbreviated as NPV) for each class of authorized stock. If not authorized to issue stock, a statement to this effect.*

5. *Incorporator. Name and address. (Will not be rejected if not set forth in an article).*

6. *Execution. (Section 103). Signed by incorporator or incorporators listed in certificate. If the incorporator is a corporation, signed by an authorized officer.*

**The certificate evidencing total assets can be for any document changing a company's name.*

PLEASE NOTE: *Any document containing the 501(c)3 wording will be listed as a non-profit Corporation, even if the document doesn't specifically say it is a non-profit.*

It is acceptable to list names with a period between a word and the corporate ending.

SECTION 102 *Certificate of Incorporation of Professional Service Corporations – Chapter 6*

1. *Name of the Corporation. Must contain either a word or words descriptive of the professional service to be rendered by the corporation or shall contain the last names of 1 or more of its present, prospective or former shareholders or of persons who were associated with a predecessor person, partnership, corporation or other organization or whose name or names appeared in the name of such predecessor organization. Must also contain one of the words "chartered", "professional association" or abbreviation "P.A." Must be distinguishable on the records of the Division from the names that are reserved and the names of other corporations, partnerships, limited partnerships, limited liability companies, or statutory trusts organized or registered as a foreign corporation, limited partnership, limited liability company or statutory trust except with the written consent of the person who has reserved such name or from such other foreign corp., foreign or domestic partnership, limited partnership, limited liability company or statutory trust which is filed with the Division. Consent from another Delaware corporation is not permitted.* ***The use of the words "company", "corporation", "incorporated" or any other words, abbreviations, affix or prefix indicating that it is a corporation, in the corporate name of a Professional Service Corporation is specifically prohibited.*** *Must not contain the word "TRUST", "TRUSTEE", or any derivative unless it has the approval of the Bank Commissioner. See §395. Also, names with the word "Bank" or derivatives therefrom, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner to determine if the corporation should be regulated by his office. Certain other purposes might need approval pursuant to §125 and §126. Documents listing entities as bank holding companies in the purpose do not need to be reviewed by the Bank Comm. unless they have "Bank", "Trust" or any derivative in the name. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited*

2. *Registered Agent and Registered Office. Registered agent may be the corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Purpose. Set forth* ***specific*** *purpose. Banks must be approved by the Bank Commissioner. Degree granting institutions must be approved by the Department of Public Instruction. Insurance companies; send copy to the Insurance Commissioner after filing and also send companies using the following words in their names: Assurance, Bond, Bonding, Casualty, Fidelity, Guaranty, Healthplan, HMO, Indemnity, Insurance, RE, Reassurance, Risk, Risk Retention, Surety, Surplus Lines and Underwriters.*

4. *Authorized stock. Number and par value (U.S. $$) or No Par (may be abbreviated as NPV) for each class of authorized stock.*

5. *Incorporator. Name and address. (Will not be rejected if not set forth in an article).*

6. *Execution. (Section 103). Signed by incorporator or incorporators listed in certificate. If the incorporator is a corporation, signed by an authorized officer.*

PLEASE NOTE: *A Professional Corporation means a corporation which is organized for the sole and specific purpose of rendering professional service, and which has as its shareholders only individuals who themselves are duly licensed or otherwise authorized within this State to render the same professional service as the corporation.*

08/01/11

SECTION 102(e) *Application for Name Reservation*

1. *Name which is being reserved.*

2. *Name and address of applicant.*

3. *Statement certifying that the reservation is made by or on behalf of a domestic corporation, foreign corporation or other person described in 102(e) (1)-(4).*

4. *Execution. (Section 102 (e)).*

SECTION 102(e) *Application for Renewal of Name Reservation*

1. *Name which is being re- reserved.*

2. *Name and address of current applicant.*

3. *Statement certifying that the reservation is renewed by or on behalf of a domestic corporation, foreign corporation or other person described in 102(e) (1)-(4).*

4. *Execution. (Section 102 (e)).*

SECTION 102(e) *Application for Transfer of Name Reservation*

1. *Name which is being transferred.*

2. *Name and address of applicant name is being transferred to.*

3. *Statement that the reservation is being transferred.*

4. *Execution. (Section 102 (e) by current applicant).*

SECTION 102(e) *Application for Cancellation of Name Reservation*

1. *Name which is being cancelled.*

2. *Name and address of current applicant.*

3. *Statement that the reservation is being cancelled.*

4. *Execution. (Section 102 (e)).*

PLEASE NOTE: *Name reservations and renewals are effective for 120 days.*

08/01/06

SECTION 342 *Certificate of Close Corporation*

1. *Must contain the name of the corporation and "close corporation" in the heading.*

2. *Name of corporation.*

3. *Registered Agent and registered office.*

4. *Purpose.*

5. *Authorized stock.*

6. *Incorporator(s) and mailing address(es).*

7. *See Section 342(a)(1)-(3) for format.*

8. *Execution. (Section 103).*

10/17/97

SECTION 388 *Domestication of Non-United States Entities*

1. *Date on which and jurisdiction where the non-United States entity was first formed, incorporated, created or otherwise came into being.*

2. *Name immediately prior to filing Certificate of Domestication.*

3. *Name as set forth in Certificate of Incorporation.**

4. *Jurisdiction of non-United States entity immediately prior to the filing of Certificate of Domestication.*

5. *Statement that the domestication has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case maybe, governing the internal affairs of the non-United States entity and the conduct of its business or by applicable non-Delaware law, as appropriate.*

6. *Execution. (Section 388{g}). The certificate of domestication shall be signed by any person who is authorized to sign the certificate of corporate domestication on behalf of the non-United States entity.*

** Said Certificate of Incorporation must be filed simultaneously with Certificate of Domestication, and in accordance with Section 102.*

08/01/05

SECTION 103(d) *Certificate of Termination or Amendment*

Terminations *A certificate of termination may be filed* ***prior to*** *the effective date which states:*

1) Name of Corporation.

2) Document being terminated (date of filing requested but not required).

3) Statement that instrument has been terminated.

4) Execution. (Section 103).

*Amendments** *A certificate of amendment may be filed* ***prior to*** *the effective date which states:*

1) Name of Corporation.

2) Document being amended (date of filing requested but not required).

3) The amended effective date.

4) Execution. (Section 103).

PLEASE NOTE: *You* ***must*** *verify that the effective date has not passed.*

**Only the effective date can be amended by this document.*

07/31/97

SECTION 103(f) *Certificate of Correction and Corrected Certificates*

Please refer to The General Corporation Law.

I. A Certificate of Correction is to be filed only when a document which has been filed:

(1) "is an inaccurate record of the corporate action therein referred to"
(2) "was defectively or erroneously executed, sealed or acknowledged"

The document shall specify the inaccuracy or defect to be corrected. (A statement that the document was "incorrect" will not suffice.)

The document shall set forth the portion of the instrument in corrected form.

II. A Corrected Certificate must be specifically designated as such in its heading; it must specify the inaccuracy or defect and must set forth the entire instrument in its corrected form. Execution must be in accordance with this section.

***PLEASE NOTE**: If a corrected certificate is filed the document it corrects will not be included in the charter for purposes of document requests, whether plain or certified*

Because of the complexity of some Corrections, each filing under this subsection must be reviewed separately and is subject to department approval. Additional information may be necessary for clarification purposes.

If the corporation filing a Corrected Certificate or a Certificate of Correction has undergone a name change since the filing of the inaccurate or erroneously executed instrument, the Correction must be made under the NEW name with a parenthetical (or other) reference to the old name in the correcting Certificate. Also, if there is a Correction filed to the Inc. that is correcting the name and then they file another Correction to correct the name, the second Correction should be correcting the Correction not the Inc.

Only one execution is required on Certificates of Correction and Corrected Certificates, but if they have two that would be acceptable, unless the execution is being corrected then you would need two signatures.

It is acceptable to file a Corrected Certificate to a document on which there has already been filed a Certificate of Correction and the Corrected Certificate should be of the original document not the Certificate of Correction.

Separate corrections must be filed for conversion/formations, domestication/formations, and cancellations that used to be filed as a result of the conversion. The documents should be filed and executed under the sections that pertain to the currently existing entity.

A correction cannot be filed to put a missing document on file with our office (i.e. incorporations filed without conversions or domestications).

SECTION 133 *Change of Registered Agent and/or Registered Office*

1. *Name of Corporation.*

2. *Name of new Registered Agent and/or new Registered Office (must include street, number, city, county and postal code). The Registered Agent must be the corporation itself, an individual resident in this State, a domestic corporation, a domestic partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership), a domestic limited liability company, a domestic statutory trust, or a foreign corporation, foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership), a foreign limited liability company or a foreign statutory trust authorized to transact business in Delaware.*

3. *Execution. (Section 103).*

08/01/11

SECTION 134 *Change of Address of Registered Agent*

1. *Statement that change of address applies to all corporations represented by the specific Registered Agent.*

2. *Old address.*

3. *New address (must include street, number, city, county and postal code).*

4. *Execution. (Section 134 by individual agent, or if a corporation, by authorized officer).*

SECTION 134 *Change of Name of Registered Agent*

1. *Statement that change of name applies to all corporations represented by the specific Registered Agent.*

2. *Old name of Registered Agent.*

3. *New name of Registered Agent.*

4. *Execution. (Section 134 by individual agent, or if a corporation, by authorized officer).*

PLEASE NOTE*: If a blanket is submitted for a Delaware entity you must file the documents on their file number, even if they are not their own registered agent. The only time you would choose a file n umber from the registered agent's list of entities is if the agent is an individual or a law firm which is not a Delaware entity.*

**For additional information on Blanket changes see page 15.*

08/01/11

BLANKET CHANGE OF ADDRESS OR NAME OF AGENT

Blanket change of address documents filed before 1994 were entered on each company's history. The information could be found on the 152 screen on DCIS, under the file number of the companies affected by the blanket change of address or name of agent.

In 1994 a policy change was made where the blankets would not be put on the history screen of every company that was affected by the blanket change.

The image of the document would be put on the system under the file number of the agent (if incorporated) or the agent number (if not incorporated).

No certified copies will be issued on the blanket changes unless it is requested by the client/agent. A block is on the document history screen to prevent the blanket change from being put on a Re-Long Good Standing.

Also, the history refinement being built will not include the blanket changes as of now.

PLEASE NOTE: Technical Support must be notified of all address/name changes that pertain to agents who are listed on the Division of Corporations website.

11/01/04

SECTION 135 *Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name(s) of corporation(s).*

2. *Name of old Registered Agent.*

3. *Name of New Registered Agent and address.*

4. *Statement of corporation(s) ratifying and approving such change.*

5. *Execution. (Section 103).*

SECTION 136 *Resignation of Registered Agent Not Coupled With Appointment of Successor*

1. *Name(s) of corporations.*

2. *Statement that written notice of resignation was given to each affected corporation at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the corporation at its address last known to the registered agent and shall set forth the date of such notice.*

3. *Execution. Signed by individual agent or if a corporation by authorized officer.*

PLEASE NOTE: *1994 Amendments reduced effectiveness from 60 to 30 days and provided for notice by first class mail.*

Resignations pursuant to 136 must state that written notice was sent and date it was sent. The date must be thirty days prior to filing, however, it does not specifically need to say thirty days.

Resignations pursuant to 136 do not pay county fees because there is no agent, however, resignations pursuant to 135 do pay county fees on resulting agent.

01/15/04

SECTION 151 *Designation*

1. *Name of corporation.*

2. *Language of board resolution establishing number of shares to be designated to each series (Name series).*

3. *Execution. (Section 103).*

SECTION 151 *Amended Designation (changing terms)*

1. *Name of corporation.*

2. *Statement that no shares of the class or series of stock have been issued.*

3. *Name of series to be amended (date of filing of particular Certificate of Designation being amended is recommended but not required).*

4. *Language of board resolution setting forth amendment - may set forth entire Designation as amended.*

5. *Execution. (Section 103).*

SECTION 151 *Amended Designation or Certificate of Decrease (Decreasing number in series)*

1. *Name of Corporation.*

2. *Name of series being decreased (date of filing of particular Certificate of Designation creating series is recommended but not required.*

3. *Statement setting forth number of shares being decreased and that decrease has been authorized by a resolution of the board of directors.*

4. *Execution. (Section 103).*

PLEASE NOTE: *It is acceptable for an Amended Designation to be titled Certificate of Amendment to Certificate of Designation or Amended and Restated Certificate of Designation. Also, an Amended Designation or Increase or Decrease can be titled as a Certificate of Designation.*

01/15/04

SECTION 151 *Amended Designation or Certificate of Increase (Increasing number in series)*

1. *Name of corporation.*

2. *Name of series being increased (date of filing of particular Certificate of Designation is recommended).*

3. *Statement setting forth number of shares being increased and that increase has been authorized by a resolution of the board of directors.*

4. *Execution. (Section 103).*

SECTION 151 *Elimination*

1. *Name of corporation.*

2. *Language of resolution establishing name of series being eliminated (date of filing of particular Certificate of Designation is recommended) including statement that no shares of the class or series of stock remain outstanding or will be issued.*

3. *Execution. (Section 103).*

PLEASE NOTE: *It is acceptable to file an elimination on stock that was designated in a Certificate of Incorporation if no amendments pursuant to Section 242 have been made to that designated stock.*

01/15/04

SECTION 241 *Amendment before Receipt of Payment for Stock*

1. *Name of corporation.*

2. *A statement certifying that the corporation has not received any payment for any of its stock or if the corporation is non-stock then a statement that the corporation has no members.*

3. *Statement that the amendment has been duly adopted in accordance with Section 241.*

4. *Set forth change in amended form (information must be set forth clearly so the personnel in the Division of Corporations can maintain accurate records).*

5. *Execution. (Section 103).*

SECTION 242 *Amendment after Receipt of Payment of Stock/Nonstock Corporations*

1. *Name of corporation.*

2. *Certification that amendment(s) have been duly adopted in accordance with Section 242.*

3. *Set forth change in amended form (information must be set forth clearly so the personnel in the Division of Corporations can maintain accurate records).*

4. *Execution. (Section 103).*

PLEASE NOTE*: It is not necessary to include the Incorporator or directors in an Amendment.*

It is acceptable for a Certificate of Amendment to be titled Amended Certificate of Inc.

A Certificate of Amendment to a Certificate of Designation can be listed as a Certificate of Amendment to the Certificate of Incorporation in the document; it does not have to say Certificate of Amendment to Certificate of Designation.

It is acceptable for a name change Amendment to state "old name is herein changed to "new name" in the document. It is also acceptable for the document to state "new name formerly old name" in the witness paragraph or above the execution.

It is acceptable to have a document titled "Certificate of Amendment to Certificate of Amendment to Certificate of Incorporation".

08/1/10

SECTION 344 *Amendment to Become Close Corporation*

1. *Name of corporation.*

2. *Statement that the corporation elects to become a close corporation.*

3. *Restatement of heading of Certificate of Incorporation with reference to close corporation.*

4. *File pursuant to Section 241 or 242.*

5. *See Section 342(a)(1)-(3) for required content.*

6. *Execution. (Section 103).*

SECTION 346 *Voluntary Termination of Close Corporation*

1. *Name of corporation.*

2. *Statement deleting provisions required by Section 342(a)(1)-(3).*

3. *File pursuant to Section 242.*

4. *Execution. (Section 103).*

PLEASE NOTE*: It is not necessary to include the Incorporator or directors in an Amendment.*

3/15/01

SECTION 243 *Retirement of Stock*

1. Name of corporation.

2. Number of shares and class or series being retired.

3. (a) a statement that the Certificate of Incorporation prohibits the reissuance of "name of stock", thereby reducing the total number of authorized shares; OR

(b) a statement that the retired shares will assume the status of authorized and unissued shares. The information must be set forth clearly so the personnel in the Division of Corporations can maintain accurate records; if not clearly set forth, additional wording may be needed as to the status of the authorized shares.

4. Execution. (Section 103).

PLEASE NOTE: *It is acceptable to file a Retirement on stock that was designated in a Restated or a Certificate of Amendment.*

08/01/06

SECTION 245 *Restated Certificate of Incorporation*

1. *Must have "restated" in heading (the inclusion of "amended and" is acceptable).*

2. *Present name of corporation, date of incorporation* and original name if different.*

Number 2 listed above should be in the heading or an introductory paragraph.

3. *One of the following statements:*

   a. *If amending, must reference Section 242 and 245.*

   b. *If not amending, must state that it is not amending and reference Section 245.*

   c. *If amending and no shares have been issued, must state that it is amending before payment for stock and reference Section 241 and 245.*

4. *Name of Corporation.*

5. *Registered agent and Registered Office.*

6. *Purpose.*

7. *Authorized stock. Number and par value or no par for each class.*

8. *Execution. (Section 103)*

PLEASE NOTE*: A designation may be attached to a restated as part of article fourth, however, they should be attached after the execution of the restated and reference made to it in article fourth. Also the attached designation may be signed and file stamped. If they later amend that series or class they may do so in a Certificate of Designation pursuant to Section 151.*

You can only delete the Incorporator and Initial directors in a Restated.

When filing a Restated that has two headings, one heading on 1st/introductory page and a 2nd heading on the body of the actual Restated, the 1st page should have the old name. The 2nd heading and Art. 1 on the body of the Restated should have the new name.

When filing a Restated to become a close corporation, it is acceptable to have "close corporation" in the heading at the top because it is being restated in its entirety.

**You must pay attention to how this is worded, the effective date is the date of formation/incorporation and the file date is the actual filed date, we will take either one if worded correctly. Also, if a conversion has been filed from either a Delaware or foreign entity to a Delaware corporation, then the date that we look for in the restated is the date the conversion/incorporation was filed.*

08/01/07

SECTION 251 *All Delaware corporations, Agreement of Merger and/or Consolidation**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

4. *Secretary's certificate as to the vote of stockholders for each Delaware constituent corporation. Document will be accepted if it sets forth that the stockholders have approved the merger.*

5. *Execution. (Section 103 by all constituent corporations).*

SECTION 251 *All Delaware Corporations, Certificate of Merger and/or Consolidation**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Statement that Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251.*

4. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

6. *Statement that a copy of the Agreement of Merger will be provided.*

7. *Execution. (Section 103 by surviving corporation).*

PLEASE NOTE: *If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.*

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

SECTION 252 *Delaware and Out-of-State Corporations, Agreement of Merger and/or Consolidation**

1. *Name of Corporation.*

2. *States or jurisdiction of incorporation.*

3. *Name and State of Surviving Corporation.*

4. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *If Delaware survives, the authorized stock and par value or no par value of each merging non-Delaware corporation must be contained in the document.*

6. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

7. *Secretary's certificate as to the vote of stockholders for each Delaware constituent corporation. Document will be accepted if it sets forth that the stockholders have approved the merger.*

8. *Execution. (Section 103 by all constituent corporations).*

SECTION 252 *Delaware and Out-of-State Corporations, Certificate of Merger and/or Consolidation**

1. *Names of corporations.*

2. *States or jurisdiction of incorporation.*

3. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252.*

4. *Name of surviving corporation and state of incorporation.*

5. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

6. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

7. *Statement that a copy of the Agreement of Merger will be provided.*

8. *If Delaware survives, the authorized stock and par value or no par value of each merging non-Delaware corporation.*

(Continued on page 25)

(Continued from page 24)

9. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

10. *Execution. (Section 103 by surviving corporation).*

PLEASE NOTE: *If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.*

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

Mergers between Delaware corporations, foreign corporations and two or more entity types are allowable; however, the documents must reference all applicable Title 8 sections.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

08/02/10

SECTION 253 *Certificate of Ownership**

1. *Name of Parent Corporation.*

2. *Name(s) of subsidiary corporation(s).*

3. *States of incorporation for each corporation.*

4. *Name of surviving corporation (Specify state of incorporation if not clear).*

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

6. *Attach or set forth resolution of parent approving merger including date of adoption.*

7. *If the parent be not the surviving corporation, the resolution shall include provision for the pro rata issuance of stock of the surviving corporation to the holders of the stock of the parent corporation on surrender of any certificates therefore.*

8. *Execution. (Section 103 by Parent Corporation).*

***Please Note**: If the parent Delaware corporation is not the survivor, vote of stockholders of the parent corporation is necessary and must be referenced, or if the parent corporation is a non-Delaware corporation and is not the surviving corporation, it should state that it has been approved by the stockholders or approved in accordance with the laws under which it is incorporated.*

If subsidiary corporation survives anything can be amended; however, if parent survives they can only amend the name of the corporation.

Non-stock corporations that own 90% of the outstanding shares of a subsidiary may file an Ownership under § 253 as long as the non-stock parent is the survivor.

**For additional information on ownerships with attachments, see pages 40 and 41.*

08/1/10

SECTION 254 *Agreement of Merger or Consolidation of Delaware Corporation and Joint-Stock or Other Association**

1. *Name of corporations, and joint stock associations, joint stock companies, unincorporated associations, trusts, etc.*

2. *States or jurisdiction of incorporation and formation and type of entity of each constituent entity.*

3. *Name of surviving corporation and state or incorporation.*

4. *Amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

6. *Secretary's certificate as to the vote of stockholders/members for each Delaware constituent entity. Document will be accepted if it sets forth that the stockholders/members have approved the merger.*

7. *Execution. (Section 103 by all entities).*

*Please note that pursuant to 254(d) a **Certificate of Merger** can only be filed if the **survivor** is a Corporation.*

SECTION 254 *Certificate of Merger or Consolidation of Delaware Corporation and Joint-Stock or Other Association**

1. *Name, state of domicile and type of entity of each constituent entity.*

2. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 254.*

3. *Name of surviving or resulting Corporation.*

4. *Amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

6. *Statement that a copy of the Agreement of Merger will be provided.*

7. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

(Continued on page 28)

(Continued from page 27)

8. Execution. (Section 103 by surviving entity).

PLEASE NOTE: *Can't merge a charitable into a general non-stock if charitable status would be lost.*

If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

08/01/12

SECTION 255 *Agreement of Merger or Consolidation of Domestic Nonstock Corporations**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation or a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

4. *Secretary's certificate as to the vote of members. Document will be accepted if it sets forth that the members have approved the merger.*

5. *Execution. (Section 103 by all constituent corporations).*

SECTION 255 *Certificate of Merger or Consolidation of Domestic Nonstock Corporations**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Statement that Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 255.*

4. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

6. *Statement that a copy of the Agreement of Merger will be provided.*

7. *Execution. (Section 103 by surviving corporation).*

PLEASE NOTE: *A charitable nonstock corporation may not merge into a stock corporation, unless it is Charitable*

If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

SECTION 256 *Agreement of Merger or Consolidation of Delaware and Foreign Nonstock Corporations**

1. *Names of corporations.*

2. *States or jurisdiction of incorporation.*

3. *Name of surviving corporation and state of incorporation.*

4. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation..**

5. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

6. *Secretary's certificate for Delaware corporation as to the vote of members for each Delaware constituent corporation. Document will be accepted if it sets forth that the members have approved the merger.*

7. *Execution. (Section 103 by all constituent corporations).*

SECTION 256 *Certificate of Merger or Consolidation of Delaware and Foreign Nonstock Corporations**

1. *Names of corporations.*

2. *States or jurisdiction of incorporation.*

3. *Name of surviving corporation and state of incorporation.*

4. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 256.*

5. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation..**

6. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

7. *Statement that a copy of the Agreement of Merger will be provided.*

8. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

(Continued on page 31)

(Continued from page 30)

9. Execution. (Section 103 by surviving corporation).

PLEASE NOTE: *Mergers involving Non-United States nonstock corporations can only take place if the surviving corporation is organized under the laws of the State of Delaware.*

If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

08/02/10

SECTION 257 *Agreement of Merger or Consolidation of Delaware Stock and Nonstock Corporations**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

4. *Secretary's certificate as to the vote of stockholders/members for each Delaware constituent entity. Required by law. Document will be accepted if it sets forth that the stockholders/members have approved the merger.*

5. *Execution. (Section 103 by all constituent corporations).*

SECTION 257 *Certificate of Merger or Consolidation of Delaware Stock and Nonstock Corporations**

1. *Names of corporations.*

2. *Name of surviving corporation.*

3. *Statement that Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 257.*

4. *Amendments, if any, to the Certificate of Incorporation of the surviving corporation for a merger and the Certificate of Incorporation of the resulting corporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

6. *Statement that a copy of the Agreement of Merger will be provided.*

7. *Execution. (Section 103 by surviving corporation).*

PLEASE NOTE*: A charitable nonstock corporation may not merge into a stock corporation, unless it is charitable*

If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

SECTION 258 *Agreement of Merger or Consolidation of Delaware and Foreign Stock and Nonstock Corporations**

1. *Names of corporations.*

2. *States of incorporation.*

3. *Name of surviving corporation and state of incorporation.*

4. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *If Delaware survives and increases its authorized stock, the authorized stock and par value or no par value of each merged corporation.*

6. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

7. *Secretary's certificate for Delaware corporation as to the vote of stockholders/members for each Delaware constituent corporation. Required by law. Document will be accepted it is sets forth that the stockholders/members have approved the merger.*

8. *Execution. (Section 103 by all constituent corporations).*

SECTION 258 *Certificate of Merger or Consolidation of Delaware and Foreign Stock and Nonstock Corporations**

1. *Names of corporations.*

2. *States of incorporation.*

3. *Name of surviving corporation and state of incorporation.*

4. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 258.*

5. *If Delaware survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation..**

6. *Statement that Agreement of Merger is on file at an office of the surviving corporation and state the address thereof.*

7. *Statement that a copy of the Agreement of Merger will be provided.*

8. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

(Continued on page 34)

(Continued from page 33)

9. Execution. (Section 103 by surviving corporation).

PLEASE NOTE: *A charitable nonstock corporation may not merge into a stock corporation, unless it is Charitable*

If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

**For additional information on consolidations and mergers with incorporations and restateds attached, see pages 40 and 41.*

08/02/10

SECTION 263 *Agreement of Merger or Consolidation between a Domestic Corporation and a Partnership**

1. *Name, state of domicile and type of entity of each constituent entity.*

2. *Name and state of surviving entity. (Must comply with law of surviving entity, if two or more Delaware entities are involved in the merger).*

3. *If Delaware corporation survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

4. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

5. *Secretary's certificate as to the vote of stockholders for each Delaware constituent entity. Document will be accepted if it sets forth that the stockholders have approved the merger.*

6. *Execution. (Section 103 by each constituent entity).*

SECTION 263 *Certificate of Merger or Consolidation between a Domestic Corporation and a Partnership**

1. *Name, state of domicile and type of entity of each constituent entity.*

2. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with §263(c).*

3. *The name of the surviving entity. (Must comply with law of surviving entity, if two or more Delaware entities are involved in the merger).*

4. *If Delaware corporation survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving entity and state the address thereof and that a copy will be furnished without cost to any stockholder or partner of the constituent entities.*

6. *If Delaware does not survive, appointment of the Secretary of State to accept Service of Process and mailing address therefore.*

7. *Execution. (Section 103 by the surviving entity).*

PLEASE NOTE: *If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.*

(Continued on page 36)

(Continued from page 35)

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

Mergers between Delaware corporations, foreign corporations and two or more entity types are allowable; however, the documents must reference all applicable Title 8 sections.

**For additional information on mergers with incorporations and restateds attached, see pages 40 & 41.*

08/01/12

SECTION 264 *Agreement of Merger or Consolidation between a Domestic Corporation and a Limited Liability Company*

1. *Name and state of domicile of each constituent entity.*

2. *Name and State of Surviving Entity. (Must comply with law of surviving entity, if two or more Delaware entities are involved in the merger).*

3. *If Delaware corporation survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

4. *If Delaware does not survive, appointment of Secretary of State to accept service of process and mailing address therefor.*

5. *Secretary's certificate as to the vote of stockholders for each Delaware constituent entity . Document will be accepted if it sets forth that the stockholders have approved the merger.*

6. *Execution. (Section 103 by all constituent entities).*

SECTION 264 *Certificate of Merger or Consolidation between a Domestic Corporation and a Limited Liability Company**

1. *Name and state of domicile of each constituent entity.*

2. *Statement that Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with 264.*

3. *The name of the surviving entity. (Must comply with law of surviving entity, if two or more Delaware entities are involved in the merger).*

4. *If Delaware corporation survives, amendments, if any, to the Certificate of Incorporation for a merger and the Certificate of Incorporation attached for consolidation, or if no amendments are effected (which amendments or changes may amend and restate the certificate of incorporation of the surviving corporation in its entirety), a statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.**

5. *Statement that Agreement of Merger is on file at an office of the surviving entity and state the address thereof, and that a copy will be furnished without cost to any stockholder or member of the constituent entities.*

6. *If Delaware does not survive, appointment of the Secretary of State to accept Service of Process and mailing address therefore.*

(Continued on page 38)

(Continued from page 37)

7. Execution. (Section 103 by the surviving entity).

PLEASE NOTE: *If a Certificate of Merger is attached to an Agreement of Merger or if an Agreement of Merger is attached to a Certificate of Merger the attachment must be referenced, labeled, and must comply with the law separately.*

They can never take the Certificate of Incorporation of the non-survivor; they must take the Certificate of Incorporation of the survivor and amend it accordingly.

Mergers between Delaware corporations, foreign corporations and two or more entity types are allowable; however, the documents must reference all applicable Title 8 sections.

**For additional information on mergers with incorporations and restateds attached, see pages 40 & 41.*

08/02/10

SECTION 267 *Certificate of Ownership – Merger of Parent Entity and Subsidiary Corporation(s)**

1. *Name of Parent Entity.*

2. *Name(s) of subsidiary corporation(s).*

3. *States of incorporation and the type of entity for each constituent entity.*

4. *Name of surviving entity/corporation (Specify state of incorporation if not clear).*

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor*

6. *Statement certifying merger was authorized in accordance with parent entity's governing documents and the laws under which parent entity was formed or organized.*

7. *If parent entity does not own all of the outstanding stock of all of the corporations who are a party to the merger; must state the terms and conditions of the merger, including the securities, cash, property, or rights to be issued, paid, delivered or granted by the surviving Constituent Party upon surrender of each share of the corporation or corporations not owned by the parent entity, or the cancellation of some or all of such shares.*

8. *Execution. (Section 103 by Parent Entity).*

***Please Note**: If Delaware subsidiary corporation survives anything can be amended; however, if parent Delaware entity survives they cannot amend their formation in the merger.*

**For additional information on ownerships with attachments, see pages 40 and 41.*

08/01/12

Additional Information on Mergers

If the surviving corporation is a Delaware and it is basically taking the non-survivors charter, it must still have the Incorporator of the survivor's charter set forth on the document. They must state that the Certificate of Incorporation of the Surviving corporation will be its Certificate of Incorporation (even though they are copying the non-survivor's charter).

Whether the Certificate of Incorporation is set forth in the merger or is attached as an exhibit, it should not be executed.

It is not necessary to include the Incorporator or directors in an Incorporation or an Amended certificate of incorporation that is attached to a merger or also in an Amendment set forth in a Merger.

If amended charter is attached as exhibit to Certificate of Merger it must be appropriately headed and no introductory or execution language may be included. Execution of original incorporator may not be included.

Mergers and restateds filed simultaneously must be filed with the same filing time.

The restated must be attached to the merger in the exact manner as the restated being filed simultaneously.

If a name change is involved, the name on the restated must be the OLD name in the heading and the new name in article first. There must be an introductory paragraph and must be executed.

If a restated already exists, they may still file a merger/restated simultaneously. There are no restrictions on how many times this may occur.

If a restated already exists and they are attaching to a merger, but not filing simultaneously, there should not be an introductory paragraph or an execution on the restated. The restated should only be the document set forth with the heading and starting with article first.

If the statement that the Certificate of Incorporation of the surviving corporation shall be it's Certificate of Incorporation and there is a restated on file, per Mr. Coyle, the document is O.K. to file.

If there is a reference to an attachment or exhibit in the RESOLUTIONS of an ownership, that attachment or exhibit does not have to be attached to the ownership being filed with this office. The attachment or exhibit is for their corporate records only. EXCEPTION: If there is reference to an Amended and Restated Certificate or an Amended Certificate of Incorporation made in the Resolutions this must be attached; otherwise the amendments that they want reflected in the merger will not be on file with our office.

A merger referencing a third party does not mean this third party corporation is actually one of the constituent merging corporations. This information is usually supplied for the sake of the corporate records/bookkeeping, legal affairs, etc. If this third party were to be one of the companies actually merging, it would be listed in the heading of the document and referenced as one of the constituent corporations.

(Continued on page 41)

Additional Information on Mergers *(continued from page 40)*

If an ownership is being filed with an agreement of merger attached, the agreement does not have to comply with sections 251 or 252, however the name(s), dates, agents names/address, etc. that are set forth in the document must be correct.

If a Certificate of Merger is being filed with a Certificate of Agreement of Merger attached or if a Certificate of Agreement of Merger is being filed with a Certificate of Merger attached, both the certificate and the agreement must comply with sections 251/252.

The reason behind this is that section 253 for the ownership does not refer to an agreement, however, sections for all certificates and agreements are related in that one is being filed in lieu of the other, but they do reference the other type of certificate.

If a non-Delaware corporation survives a merger and attaches their charter documents to the merger, it is acceptable as long as the copies are legible. We really do not care since it is a non-Delaware corporation.

In reference to the above and elaborating on such, if a document, merger or otherwise, has information not required by our guidelines, we consider that information excess and unnecessary, however, we will file the document. Just remember that information must be an accurate record of pertaining to a Delaware corporation that can be verified. EXAMPLE: dates, previous documents filed, previous names, etc. that are set forth in the document. We will not reject a document for having too much information.

It is acceptable to have two headings in a merger in order to comply with Delaware law and the law in other states; it is considered excess as long as everything else that we need is in the document.

As long as a merger section is referenced somewhere in the document, it does not have to be referenced again in the approved, adopted, certified, etc. statement.

If an Inc. is attached to a Merger and the company has a Restated on file, it is acceptable to be titled as an Inc. even if it is amending.

It is acceptable to name a third party in a merger without referring to what their status is (shareholder, etc.) it is considered excess. Also, a third party can be listed as a constituent entity.

When an Inc. is attached to a merger and it is changing the name of the company, the new name should be in both the heading and Article 1.

If a foreign company lists its name and DBA another name in a merger, it is acceptable to file and put both names on DCIS.

On a Merger/Restated simultaneous filing, if there is an effective date in the merger it must also be in the Restated (both the one attached to the merger and the simultaneous one).

It is acceptable to file mergers between one or more domestic corporations and 1 or more domestic/foreign LP's ***or*** *domestic/foreign LLC's. Mergers between Delaware corporations, foreign corporations and two or more entity types are allowable; however, the documents must reference all applicable Title 8 sections.*

Section 265 *Conversion of Other Entities to a Domestic Corporation*

1. *Date entity first formed and jurisdiction where other entity was first created, incorporated, formed or otherwise came into being and if it has changed, its jurisdiction immediately prior to its conversion to a domestic corporation.*

2. *Name and type of entity of other entity immediately prior to conversion*

3. *Name of corporation as set forth in Certificate of Incorporation.**

4. *Execution. (Section 265(i). Shall be signed by any person who is authorized to sign the certificate of conversion to corporation on behalf of the other entity.)*

PLEASE NOTE: *Existence of the corporation is deemed to commence on the date the other entity commenced its existence*

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Authorization of conversion in the manner provided by instrument governing internal affairs of the other entity or by applicable law.

Authorization of Incorporation same as conversion.

Said Certificate of Incorporation must be filed simultaneously with the Certificate of Conversion, and in accordance with Section 102.

**Annual taxes for current year must be paid at the time of filing of the conversion.*

08/01/12

Section 266 *Conversion of Domestic Corporation to Non-Delaware Entity*

1. *Name of Corporation, and if it has been changed, the name under which it was originally incorporated.*

2. *Date of filing of original Certificate of Incorporation.*

3. *Name and jurisdiction of the entity to which the corporation shall be converted.*

4. *Statement that the conversion has been approved in accordance with the provisions of this Section.*

5. *Statement of the agreement of the corporation that it may be served with process in the State of Delaware in any action or suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of this State, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.*

6. *Address to which a copy of the process shall be mailed to it by the Secretary of State.*

7. *Execution. (Section 103)*

A CERTIFIED COPY OF THE CONVERSION MUST BE ISSUED AT THE TIME OF FILING.

PLEASE NOTE: *Board of directors adopt resolutions approving conversion and submit to stockholders for approval at least 20 days prior to meeting.*

Statutes have been amended to permit the filing of a conversion from a Non-stock domestic company.

The filing of a Certificate of Dissolution is not required pursuant to this Section.

Franchise taxes and annual reports for current year must be paid and filed at the time of filing of the conversion.

08/01/11

SECTION 274 *Dissolution before Beginning Business*

1. *Name of corporation.*

2. *Date of incorporation*

3. *Statement that no business has begun.*

4. *a. Statement that no part of the capital of the corporation has been paid.*
   or
   b. The amount of capital actually paid in has been returned to those entitled thereto.

5. *Statement that all issued stock certificates have been surrendered or canceled. (If they state no shares have been issued that is acceptable)*

6. *Statement that all the corporation's rights and franchises are surrendered.*

7. *Execution. (Section 274 by incorporator(s) or directors [not by officers, even if they have been elected!]).*

SECTION 274 & 391 *Short Form Dissolution before Beginning Business*

1. *Name of corporation.*

2. *Date of incorporation*

3. *Statement that no business has begun and it has no assets.*

4. *Statement that the corporation for each year since its incorporation in this State has been required to pay only minimum tax then prescribed by Section 503.*

5. *Statement that all fees have been paid through current year.*

6. *a. Statement that no part of capital of the corporation has been paid.*
   or
   b. The amount of capital actually paid in has been returned to those entitled thereto.

7. *Statement that all issued stock certificates have been surrendered or canceled.*

8. *Statement that all the corporation's rights and franchises are surrendered.*

9. *Execution. (Section 274 by incorporator(s) or directors [not by officers, even if they have been elected!]).*

PLEASE NOTE: *If a company is not a minimum stock company then they cannot file a 274/391 even if no taxes have been paid; they can only file a 274. However, if they have previously paid the minimum tax through an annual report filing, then it is acceptable for them to file a 274/391 without paying current year tax but the filing of a current annual report is necessary.*

Be sure to check document history and tax history (531) screen before filing. If total issued or total assets are filled in on any year then question why they are filing a dissolution before beginning business or dissolution before issuance of shares.

SECTION 274 *Dissolution before the Issuance of Shares*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Statement that no shares have been issued.*

4. *Statement that no part of the capital of the corporation has been paid.*

5. *Statement that all debts of the corporation have been paid.*

6. *Statement that the corporation surrenders its rights and franchises.*

7. *Execution. (Section 274 by incorporator(s) or directors [not by officers, even if they have been elected!]).*

SECTION 274 & 391 *Short form Dissolution before the Issuance of Shares*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Statement that no shares have been issued.*

4. *Statement that the corporation has no assets and has ceased transacting business.*

5. *Statement that the corporation for each year since its incorporation in this state has been required to pay only the minimum tax then prescribed by Section 503.*

6. *Statement that all fees have been paid through current year.*

7. *Statement that no part of the capital of the corporation has been paid.*

8. *Statement that all debts of the corporation have been paid.*

9. *Statement that all the corporation's rights and franchises are surrendered.*

10. *Execution. (Section 274 by incorporator(s) or directors [not by officers, even if they have been elected!]).*

PLEASE NOTE: *Be sure to check document history and tax history (531) screen before filing. If total issued or total assets are filled in on any year then question why they are filing a dissolution before beginning business or dissolution before issuance of shares.*

08/02/10

SECTION 275 *Stock Dissolution*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under Section 275 (a) & (b) or 275 (c).*

4. *Date dissolution was authorized.*

5. *Names and addresses of officers and directors, if none, document must state there are none and be signed by a majority of stockholders.**

6. *Execution. (Section 103).*

SECTION 275 & 391 *Short Form Stock Dissolution*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under Section 275 and 391.*

4. *Statement that the corporation has no assets and has ceased transacting business.*

5. *Statement that all taxes have been paid through current year.*

6. *Statement that the corporation for each year since its incorporation in this state has been required to pay only the minimum tax then prescribed by Section 503.*

7. *Date dissolution was authorized.*

8. *Names and addresses of officers and directors, if none, document must state there are none and be signed by a majority of stockholders.**

9. *Execution. (Section 103).*

PLEASE NOTE: *If there are no directors, must file pursuant to Section 275(c).*

08/02/10

SECTION 276 *Nonstock Dissolution*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under section 276(a).*

4. *Date dissolution was authorized.*

5. *Names and addresses of officers and directors, if none, document must state there are none and must be signed by a majority of the governing body.*

6. *Execution. (Section 103).*

SECTION 276 & 391 *Short Form Nonstock Dissolution*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under section 276(a) and 391.*

4. *Statement that the corporation has no assets and has ceased transacting business.*

5. *Statement that all fees have been paid through current year.*

6. *Statement that the corporation for each year since its incorporation in this state has not been required to pay franchise tax prescribed by Section 503.*

7. *Date dissolution was authorized.*

8. *Names and addresses of officers and directors, if none, document must state there are none and must be signed by a majority of governing body.*

9. *Execution. (Section 103).*

08/02/10

SECTION 276 *Dissolution Nonstock before Beginning Business*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under Section 276(b).*

4. *Statement that the corporation surrenders its rights and franchises.*

5. *Execution. (Section 276 by Incorporator(s) or Governing Body or directors [not by officers, even if they have been elected!]).*

SECTION 276 & 391 *Short Form Dissolution Nonstock before Beginning Business*

1. *Name of corporation.*

2. *Date of incorporation.*

3. *Filed under Section 276(b) and 391*

4. *Statement that no business has begun and it has no assets.*

5. *Statement that all fees have been paid through current year.*

6. *Statement that the corporation surrenders its rights and franchises.*

7. *Execution. (Section 276 by Incorporator(s) or Governing Body or directors [not by officers, even if they have been elected!]).*

08/02/10

SECTION 303 *Filing for Corporations in Reorganization/Bankruptcy*

1. *Name of corporation.*

2. *Statement certifying that the provision for filing the document is contained in a decree or order of a court or judge of applicable jurisdiction of the United States.*

3. *The statutory requirements of the document presented must be included in the filing. Authorization and execution of the document may vary depending upon the bankruptcy court decision.*

4. *Execution. (Trustee or as stated in Court Order or Section 103).*

SECTION 303 *Court Order Filings*

1. *Copy of court order (SRV'd under Section 0240).*

2. *Letter from client explaining action.*

3. *Scan cover memo (if needed), letter from client, and court order, in this order.*

4. *If an order affects a previously filed document the following steps should be taken: create two copies of the memo named "Court Order" which is located at U:\Corporations\GENERAL\Court Orders. One copy needs to be inserted before page one of the court order in Workflow. Print a copy of the previously filed document that the order affects, including the memo or scan sheet, and place the other copy of the memo before the stamp filed page and take to Tech Support to be back-end scanned. When filing in DCIS be sure to comment on both documents not to issue one without the other.*

5. *Stamp the Court Order filed and send through Workflow.*

The file date should be the effective date of the Court Order.

If a court order is submitted without a document (i.e. dissolution, amendment, etc.) use 0240C code in DCIS to make sure certificate prints out correctly. Wording on certificate for this code reflects that it is a true and correct copy of "the court ordered administrative action" of said company. If any change is made to stock, contact Franchise Tax so that they may recalculate taxes.

If a document is received for filing (i.e. dissolution, amendment, etc.) that has been ordered by the court use normal filing procedures and codes but be sure to put "Y" in Court Order field. Must verify that court has ordered document to be filed.

If the affected document changed any information contained in DCIS, be sure to change back to the original information or to whatever is ordered by the court.

PLEASE NOTE: *When the above types of filings are received in the Division, if there are any taxes due for the entity involved, the filing should be suspended to the Franchise Tax section for their review.*

08/01/09

SECTION 311 *Revocation of Voluntary Dissolution*

1. *Name of corporation. (Note: if past name is unavailable, state new name and include "formerly _____".)*

2. *Registered Agent and Registered Office. Registered agent may be the corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Names and addresses of officers and directors.*

4. *Statement that dissolution has been revoked by vote of stockholders.*

5. *Execution. (Section 103).*

Annual Reports will be collected and Franchise Taxes will be assessed and charged for all years between the Dissolution and the Revocation. Please send document to Franchise Tax to have taxes assessed.

PLEASE NOTE: *You must confirm that date of dissolution is within 3 years, or later if Court has ruled so.*

Dissolutions filed pursuant to 275 and 276 may be revoked under this section.

08/01/12

SECTION 312 *Renewal*

1. *Name of corporation. (Note: if past name is unavailable, state new name and include "formerly _____".)*

2. *Registered Agent and Registered Office. Registered agent may be the corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Date of incorporation.*

4. *Date of void or forfeiture (or time expiration).*

5. *Statement that the renewal, restoration or revival is to be perpetual or for limited duration corporations the date when the renewal is to commence.*

6. *Execution. (Section 103; also see Section 312 (d) and (h). Must be executed by a last and acting officer(s) or if no officer(s), director(s) must appoint new officer(s). If no director(s), stockholder(s) must elect new director(s) who appoint new officer(s). Document must state that new officer(s) was appointed by resolution of director(s).*

SECTION 313 *Renewal of Religious, Charitable, Educational Corporation*

1. *Name of corporation. (Note: if past name is unavailable, state new name and include "formerly _____".)*

2. *Registered Agent and Registered Office. Registered agent may be the corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Date of incorporation.*

4. *Date of void or forfeiture.*

5. *Statement that the renewal, restoration or revival is to be perpetual or for limited duration corporations the date when the renewal is to commence.*

6. *Execution. (Section 103; also see Section 312 (d) and (h). Must be executed by a last and acting officer(s) or if no officer(s), director(s) must appoint new officer(s). If no director(s), governing body(s) must elect new director(s) who appoint new officer(s). Document must state that new officer(s) was appointed by resolution of director(s).*

PLEASE NOTE: *Renewals using bank, trust, or any derivative, must go to bank commissioner along with the required questionnaire.*
We will accept a letter of name consent for renewals.

SECTION 371 *Foreign Qualification*

1. *Name of corporation.*

   *The name must be distinguishable on the records of the Division of Corporations from the names that are reserved from such records and from the names of each other corporation, partnership, limited partnership, limited liability company or statutory trust organized or registered as a domestic or foreign corporation, partnership, limited partnership, limited liability company or statutory trust. If the name conflicts with the existing name of a domestic or foreign corporation, partnership, limited partnership, limited liability company or statutory trust organized, reserved or registered, the foreign corporation may either obtain consent from such entity or may adopt, and set forth in its statement to qualify, an assumed name, which shall be used when doing business in this State. The assumed name must also be distinguishable upon the records of the Division of Corporations.**

2. *State of incorporation or any other jurisdiction.*

3. *Registered Agent and Registered Office in Delaware. Registered agent may be the foreign corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

4. *A statement, as of a date not earlier than 6 months prior to the filing date, of the assets and liabilities of the corporation.*

5. *Purpose.*

6. *Execution. (Section 371).*

7. *Certificate of authorized officer from the jurisdiction of its incorporation evidencing its corporate existence – must be dated within six months prior to the filing date of the qualification.*

**In reference to assumed names on Foreign Qualifications, the document should cite the true name followed by "doing business under the assumed name of ....." . Any variation of words would be acceptable as long as the true name was first followed by the assumed name, however, only the assumed name is entered into DCIS. This is only when the name is not available in the State of Delaware. The assumed name does not need to contain a corporate ending.*

PLEASE NOTE: *Foreign corporate endings do not need to contain periods or other punctuation.*

Foreign professional associations/corporations are permitted to qualify to do business in the State of Delaware under Section 371.

08/01/12

SECTION 372(a) *Foreign Change of Name or Business Purpose*

1. Name of corporation.

2. Jurisdiction of incorporation.

3. Date it was authorized to do business in this state.

4. a. For name change: a statement of the name relinquished, a statement of the new name and a statement that the change of name has been effected under the laws of the jurisdiction of its incorporation and the date the change was effected.

b. For business purpose change: a statement reflecting such change and a statement that it is authorized to do in the jurisdiction of its incorporation the business which it proposes to do in this State.

5. Execution. (Section 372).

SECTION 372(b) *Foreign Merger or Consolidation*

1. Evidence of merger being filed. (One re-merger per merger being filed is needed).*

**Evidence consists of a one page certificate (i.e. Re-merger) from proper officer of State or Country of incorporation, attesting to occurrence of such event.*

07/31/97

SECTION 377 (a) *Change of Registered Agent and/or Registered Office*

1. *Name of corporation.*

2. *New Registered Agent and/or Registered Office. Registered agent may be the foreign corporation itself, an individual resident of Delaware, a domestic corporation, partnership, limited partnership, limited liability company, statutory trust, or a foreign corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in Delaware. Law firms don't have to be incorporated or formed in Delaware to be a Registered Agent; Supreme Court Law states they are exempt from that requirement. Registered office address must include the street, number, city, county and postal code.*

3. *Statement revoking all previous appointments of agent for such purposes.*

4. *Execution. (Section 103).*

SECTION 377(b) *Resignation of Registered Agent*

1. *Name of corporation.*

2. *Statement that Registered Agent is resigning.*

3. *Execution. (Section 377 by Registered Agent).*

08/01/12

SECTION 378 *Failure to file Foreign Qualification*

Any foreign corporation doing business of any kind in this State without first having complied with any section of subchapter XV of Title 8 which is applicable to it, shall immediately do the following:

1. *File the Certificate of Qualification with proper filing fees,*

2. *File an annual report for each year they did business in Delaware along with AR filing fees and penalties for late filing.*

3. *Pay a fine ranging from $200 to $500 based on the number of years they were doing business without being qualified.*

Fines will be assessed as follows: $200 for 1 year, $300 for 2 years, $400 for 3 years and $500 for 4 or more years.

08/01/06

SECTION 381 *Withdrawal of Foreign Corporation*

1. *Name of corporation.*

2. *Statement that corporation surrenders its authority to transact business in Delaware and is withdrawing therefrom.*

3. *Address for service of process.*

4. *Execution. (Section 103).*

PLEASE NOTE: *Statutes were changed in 2012 to remove provisions which allowed the foreign corporation to submit a copy of the dissolution from the foreign jurisdiction in order to withdraw.*

08/01/12

SECTION 390 *Transfer of Domestic Corporations*

1. *Name of corporation and if the name has been changed, the name under which it was originally incorporated.*

2. *Date of incorporation.*

3. *The name of the foreign jurisdiction to which the corporation will transfer and the name of the resulting entity.*

4. *Statement that the transfer of the corporation has been approved in accordance with the provisions of Section 390.*

5. *Statement that the existence of the corporation as a corporation of this State shall cease when the certificate of transfer becomes effective and a statement of agreement of the corporation that it may be served with process in the State in an proceeding or enforcement of any obligation of the corporation arising while it was corporation of this State and shall irrevocably appoint the Secretary of State as its agent to accept service of process in any such proceeding and specify the address to which a copy of such process shall be mailed by the Secretary of State. The address for service of process may not be that of the corporation's registered agent without written consent of such registered agent. The consent must be filed with the certificate of transfer.*

6. *Execution. (Section 103).*

SECTION 390 *Transfer and Domestic Continuance*

1. *Name of corporation and if the name has been changed, the name under which it was originally incorporated.*

2. *Date of incorporation.*

3. *The name of the foreign jurisdiction in which the corporation shall be domesticated or continued and the name of the resulting entity*

4. *Statement that the domestication or continuance of the corporation has been approved in accordance with Section 390.*

5. *Statement that the corporation will continue to exist as a corporation of this State after the certificate of transfer and domestic continuance becomes effective.*

6. *Execution. (Section 103).*

PLEASE NOTE: Franchise taxes and annual reports for current year must be paid and filed at the time of filing of the transfer when the entity is not continuing.

Section 15-105(c) *Executions*

1. A statement or certificate filed by a partnership must be executed by at least one partner or by one or more authorized persons.

PLEASE NOTE: *Person executing must be identified by typing name below signature.*

In reference to Attorney-in-Fact signatures, if the client indicates that the signer is an attorney-in-fact for the entity itself and not for an individual, the document should be corrected to reflect that the signer is an authorized person/partner. If the signer is an attorney-in-fact for an individual, then the execution should be corrected to include the name/officer title of the party for whom the attorney-in-fact is signing.

01/15/04

Section 15-105(d) *Amendment to Statement or Certificate*

1. *Name of Partnership.*

2. *Identify statement or certificate to be amended.*

3. *Set forth change in amended form (information must be set forth clearly so the personnel in the Division of Corporations can maintain accurate records).*

4. *Execution. (Section 15-105(c)).*

Section 15-105(d) *Statement of Cancellation*

1. *Name of Partnership.*

2. *The date of filing of its statement of partnership existence or qualification*

3. *Any other information the person filing the statement of cancellation determines.*

4. *Execution. (Section 15-105(c)).*

For dual entities separate cancellations must be filed to cancel a Statement of Partnership Existence and a Statement of Qualification. When filing a statement of cancellation of a statement of qualification (for an LLP) if the partnership has a statement of existence on file then they must simultaneously either file a cancellation to the statement of existence or they must file an amendment to remove the "limited liability partnership", "L.L.P." or "LLP" designation from the name of the partnership.

Section 15-105(i) *Certificate of Termination or Amendment*

1. *May only be filed subsequent to the filing of any certificate which provides for a future effective date or time of a certificate and prior to the effective date or time of the certificate set forth in the earlier filed certificate.*

2. *Must identify the certificate which has been terminated or amended and shall state that the certificate has been terminated or amended and, if amending, set forth the amendment to the certificate.*

3. *Execution. (Section 15-105(c)).*

PLEASE NOTE: *It is acceptable for a name change Amendment to state "old name is herein changed to "new name" in the document. It is also acceptable for the document to state "new name formerly old name" in the witness paragraph or above the execution.*

Amendments that change the registered agent/office only must be titled "Statement of Amendment changing only the registered office or registered agent" or "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.

SECTION 15-109(b) *Application for Name Reservation*

1. Name which is being reserved.

2. Name and address of applicant.

3. Execution. (Section 15-109(b)).

SECTION 15-109(b) *Application for Renewal of Name Reservation*

1. Name which is being re- reserved.

2. Name and address of current applicant.

3. Execution. (Section 15-109(b)).

SECTION 15-109(b) *Application for Transfer of Name Reservation*

1. Name which is being transferred.

2. Name and address of applicant name is being transferred to.

3. Statement that the reservation is being transferred.

4. Execution. (Section 15-109(b) by current applicant).

SECTION 15-109(b) *Application for Cancellation of Name Reservation*

1. Name which is being cancelled.

2. Name and address of current applicant.

3. Statement that the reservation is being cancelled.

4. Execution. (Section 15-109(b)).

PLEASE NOTE: *Name reservations and renewals are effective for 120 days.*

08/01/06

Section 15-111(b) *Change of Name/Address of Registered Agent*

1. *Statement that change of name/address is for all partnerships represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and when changing address must list date of effectiveness.*

4. *Execution. (Section 15-111(b) by individual agent or by authorized officer, authorized person, general partner, or partner of registered agent entity).*

Section 15-111(c) *Resignation of Registered Agent with Appointment of Successor*

1. *Name of Partnership(s).*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented partnership ratifying and approving change.*

5. *Execution. (Section 15-111(c) by individual agent or by authorized officer, authorized person, general partner, or partner of registered agent entity).*

Section 15-111(d) *Resignation of Registered Agent without Appointment of Successor*

1. *Name of Partnership(s)*

2. *Statement that written notice of resignation was given to each affected partnership at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the partnership at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 15-111(d) by individual agent or by authorized officer, authorized person, general partner, or partner of registered agent entity).*

08/01/06

Section 15-116 *Restated Statement of Partnership Existence*

1. *It shall specifically designate in its heading "Restated Statement of Partnership Existence"*

2. *Present name of Partnership and its original name, if changed.*

3. **Date of filing of original certificate of statement of partnership existence.*

4. *Name and address of registered agent.*

5. *Any other information desired to be included therein.*

6. *Execution. (Section 15-105(c)).*

**You must pay attention to how this is worded, the effective date is the date of formation/incorporation and the file date is the actual filed date, we will take either one if worded correctly. Also, if a conversion has been filed from either a Delaware or foreign entity to a Delaware general partnership, then the date that we look for in the restated is the date the conversion/partnership existence was filed.*

08/01/11

Section 15-118(a) *Statement or Certificate of Correction*

1. Name of Partnership.

2. Statement describing inaccuracy or defect.

3. Set forth corrected portion.

4. Execution. (Section 15-105(c)).

PLEASE NOTE: *If the has changed its name since the date the corrected instrument was filed. The correction must still be filed under new name with a parenthetical reference (or other) to old name.*

Section 15-118(b) *Corrected Statement or Certificate.*

1. Must be specifically designated as Corrected Statement or Certificate in heading.

2. Name of Partnership.

3. Statement describing inaccuracy or defect.

4. Set forth entire statement or certificate in corrected form.

5. Execution. (Section 15-105(c)).

PLEASE NOTE: *Execution date should be date of correction not date of original document being corrected.*

A correction cannot be filed to put a missing document on file with our office (i.e. Statement of Partnership Existence filed without conversions or domestications).

08/01/00

Section 15-303 *Statement of Partnership Existence*

1. Name of Partnership.

a. May contain the name of a partner.
b. Does not need to contain an ending.
c. Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, limited partnership, partnership, LLC, LLP or statutory trust reserved, registered, formed or organized, except that written consents to use of name are permitted from other domestic or foreign corporations, limited partnerships, LLC's or statutory trusts. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited.
d. Names with the word "Bank" or any variation thereof, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner for a recommendation for approval.

Example: If you have an entity under the name of CHERYL WYATT LLC and they want to file a partnership under the name of CHERYL WYATT, that would not be available. However, if they wanted CHERYL WYATT GENERAL PARTNERSHIP that would be available because General Partnership is not an ending and would make the difference.

2. Name and address of registered agent.

3. Execution. (Section 15-105(c)).

PLEASE NOTE: Effective January 1, 2012 – The Effective date of any statement or certificate may not be later than 180 days after the file date.

08/01/12

Section 15-704 *Statement of Dissociation*

1. Name of partnership.

2. Statement that the partner is dissociated from the partnership.

3. Execution. (Section 15-105(c)).

08/01/00

Section 15-805 *Statement of Dissolution*

1. Name of partnership

2. Statement that the partnership has dissolved and is winding up its business or affairs.

3. Execution. (Section 15-105(c)).

PLEASE NOTE: *A Statement of Dissolution does not cancel the partnership. A cancellation must still be filed pursuant to Section 15-105(d) in order to cancel the partnership after the completion of the winding up of the partnership.*

08/01/00

Section 15-901 *Conversion of Certain Entities to a Domestic Partnership*

1. *Date on which and jurisdiction where the other entity was first created, formed, or otherwise came into being and, if it has changed its jurisdiction immediately prior to its conversion to a domestic partnership.*

2. *Name and type of entity of the other entity immediately prior to the filing of the certificate of conversion to partnership.*

3. *Name of the partnership as set forth in its Statement of Partnership Existence.**

4. *Future effective date or time of the conversion to a partnership, if not effective upon filing.*

5. *If converting to Limited Liability Partnership, statement that the partnership agreement of the partnership states that the partnership shall be a limited liability partnership.***

6. *Execution. (Section 15-105(c)).*

**Said Statement of Partnership Existence must be filed simultaneously with Certificate of Conversion, and in accordance with Section 15-303.*

***If converting to a Limited Liability Partnership a Statement of Qualification must be filed simultaneously with the Certificate of Conversion and Statement of Partnership Existence and must be filed in accordance with Section 15-1001.*

PLEASE NOTE: *IF THEY ARE CONVERTING TO AN LLP THEY MAY USE LLP IN THE NAME OF THE ENTITY ON THE STATEMENT OF PARTNERSHIP EXISTENCE.*

08/01/12

Section 15-902(c) *Certificate of Merger or Consolidation*

1. *Name and jurisdiction of formation or organization and type of entity of each of the domestic partnerships and other business entity(ies).*

2. *Statement that an agreement of merger or consolidation has been approved and executed by each of the domestic partnerships and other business entities which are to merge or consolidate. (Must comply with law of survivor, if two or more Delaware entities are involved in the merger).*

3. *The name of the surviving or resulting domestic partnership or other business entity.*

4. *Future effective date or time, if any.*

5. *A statement that the agreement of merger or consolidation is on file at a place of business of the surviving or resulting domestic partnership or other business entity, setting forth the address thereof.*

6. *Statement that a copy of the agreement or consolidation will be furnished by the surviving or resulting domestic partnership or other business entity, on request and without cost to any partner of any domestic partnership or any person holding an interest in any other business entity which is to merge or consolidate.*

7. *If surviving or resulting entity is not formed, organized or created under the laws of the State of Delaware, a statement appointing the Secretary of State as agent to accept service of process and a mailing address therefor.*

8. *Execution. (Section 15-902(c) by the surviving entity).*

Section 15-902(g) *Certificate of Agreement of Merger or Consolidation*

1. *Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation. Please refer to Section 15-902 1-8 listed above for filing requirements.*

Section 15-902(m) *Certificate of Ownership and Merger*

1. *Name of Parent Domestic Partnership.*

2. *Name(s) of subsidiary corporation(s).*

3. *States of incorporation for the domestic partnership and each corporation.*

4. *Name of surviving partnership/corporation (Specify state of incorporation if not clear).*

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

6. *Statement certifying merger was authorized in accordance with parent domestic partnership's partnership agreement documents and the Delaware Revised Uniform Partnership Act.*

(Continued on page 69)

(Continued from page 68)

7. If parent domestic partnership does not own all of the outstanding stock of all of the corporations who are a party to the merger; must state the terms and conditions of the merger, including the securities, cash, property, or rights to be issued, paid, delivered or granted by the surviving domestic partnership or corporation upon surrender of each share of the corporation or corporations not owned by the parent domestic partnership, or the cancellation of some or all of such shares.

8. Execution. (Section 15-902 by Parent Domestic Partnership).

PLEASE NOTE: *A certificate of merger, agreement of merger or consolidation shall act as a certificate of cancellation for a domestic partnership that is not the surviving or resulting entity.*

After January 1, 2002 we must have a statement of partnership existence on file for a domestic partnership in order for a merger to be filed between a domestic partnership and another entity.

A Certificate of Merger or an Agreement of Merger for a GP or LLP may contain provisions to amend the name or registered agent of the surviving entity.

In the case of a Certificate of Ownership and Merger; if Delaware subsidiary corporation survives anything can be amended; however, if parent Delaware entity survives they cannot amend their Statement of Partnership Existence in the merger.

08/01/12

Section 15-903 *Certificate of Conversion of Domestic Partnership to Non-Delaware Entity*

1. *Name of the partnership and, if it has been changed, the name under which its statement of partnership existence was originally filed*

2. *Date of filing of its original certificate of statement of partnership existence.*

3. *Jurisdiction in which the business form, to which the partnership shall be converted, is organized, formed or created.*

4. *Future effective date or time of the conversion, if not effective upon filing*

5. *That the conversion has been approved in accordance with Section 15-903.*

6. *Appointment of Secretary of State to accept service of process.*

7. *Address to which a copy of the process shall be mailed by the Secretary of State.*

8. *Execution. (15-105).*

A CERTIFIED COPY OF THE CONVERSION MUST BE ISSUED AT THE TIME OF FILING.

08/01/06

Section 15-904 *Certificate of Partnership Domestication*

1. *Date on which and jurisdiction where the non-United States entity was first formed, incorporated, created or otherwise came into being.*

2. *The name of the non-United States entity immediately prior to the filing of the Certificate of Partnership Domestication.*

3. *The name of the partnership as set forth in the Statement of Partnership Existence.**

4. *The future effective date or time of the domestication as a partnership, if not effective upon filing.*

5. *The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States entity, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Partnership Domestication.*

6. *Statement that the domestication has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the non-United States entity and the conduct of its business or by applicable non-Delaware law, as appropriate.*

7. *If domesticating as a Limited Liability Partnership, statement that the partnership agreement of the partnership states that the partnership shall be a limited liability partnership.***

8. *Execution. (Section 15-105(c))*

**Said Statement of Partnership Existence must be filed simultaneously with Certificate of Domestication, and in accordance with Section 15-303.*

***If domesticating as a Limited Liability Partnership a Statement of Qualification must be filed simultaneously with the Certificate of Domestication and Statement of Partnership Existence and must be filed in accordance with Section 15-1001.*

PLEASE NOTE: *IF THEY ARE DOMESTICATING AS AN LLP THEY MAY USE LLP IN THE NAME OF THE ENTITY ON THE STATEMENT OF PARTNERSHIP EXISTENCE.*

08/01/12

Section 15-905 *Transfer or Continuance of Domestic Partnerships*

1. *The name of the partnership.*

2. *The date of the filing of its original statement of partnership existence with the Secretary of State.*

3. *The jurisdiction to which the partnership shall be transferred or in which it shall be domesticated.*

4. *The future effective date or time of the transfer or domestication to the jurisdiction specified in 3 listed above if it is not to be effective upon filing of the certificate of transfer or the certificate of transfer and continuance.*

5. *Statement that the transfer or domestication or continuance of the partnership has been approved in accordance with the provisions of section 15-905.*

6. *In the case of a transfer, (i) statement that the existence of the partnership as a partnership of the State of Delaware shall cease when the certificate of transfer becomes effective and (ii) the appointment of Secretary of State to accept service of process and mailing address therefor. The address for service of process may not be that of the partnership's registered agent without written consent of such registered agent. The consent must be filed with the certificate of transfer.*

7. *In the case of a transfer and continuance, statement that the partnership will continue to exist as a partnership of the State of Delaware after the certificate of transfer and continuance becomes effective.*

8. *Execution. (Section 15-105(c)).*

PLEASE NOTE: *If a domestic partnership is transferring or domesticating or continuing under this section and has not filed a statement of partnership existence, then the domestic partnership shall file a statement of partnership existence prior to or at the time of the filing of the certificate of transfer or certificate of transfer and continuance.*

08/01/12

Section 15-1001 *Statement of Qualification of a Domestic Partnership*

1. *Name of the Partnership.*

   a. *May contain the name of a partner.*
   b. *Shall contain a the last words or letters of its name the words "Limited Liability Partnership" the abbreviation "L.L.P." or the designation "LLP".*
   c. *Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, limited partnership, partnership, LLC, LLP or statutory trust reserved, registered or organized, except that written consents to use of name are permitted from other domestic or foreign corporations, limited partnerships, LLC's, LLLP's or statutory trusts. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited.*
   d. *Names with the word "Bank" or any variation thereof, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner for a recommendation for approval.*

2. *Name and address of the registered agent.*

3. *Number of partners of the partnership.*

4. *Statement that the partnership elects to be a limited liability partnership.*

5. *Future effective date or time of the statement of qualification, if not effective upon filing.*

6. *Execution. (Section 15-105(c)).*

PLEASE NOTE: *LLP's formed prior to January 1, 2000 can elect to become an LLP under the new law prior to January 1, 2002 by filing a Statement of Qualification and will then file annual reports by June 1 of each year instead of filing renewals.*

LLP's who do not file a Statement of Qualification will be required to file renewals until January 1, 2002, at which time they will automatically be governed under the new law, and will thereafter be required to file annual reports by June 1 of each year instead of renewals.

Failure to file annual reports and pay filing fee will result in revocation of LLP status. However, general partnership status will remain and they will still be responsible for paying general partnership taxes.

Effective January 1, 2012 – The Effective date of any statement or certificate may not be later than 180 days after the file date.

08/01/12

Section 15-1003(a) *Annual Report for Limited Liability Partnerships and Limited Liability Limited Partnerships*

1. *Name of Partnership.*

2. *If foreign LLP, jurisdiction under whose laws it was originally formed.*

3. *Number of partners as of the date of the filing of the annual report or, in the case of a delinquent annual report, the number of partners as of June1 of the year such annual report was due.*

4. *Name and address of the registered agent.*

5. *Execution. (Section 15-105(c) for LLP's and Section 17-214(b) for LLLP's).*

PLEASE NOTE: *The annual report must be filed by June 1 of each year following the calendar year in which a statement of qualification becomes effective. If an annual report is not filed by June 1 of the year following its due date then the entity is revoked.*

08/01/12

Section 15-1003(e) *Application for Reinstatement of Revoked Limited Liability Partnerships and Limited Liability Limited Partnerships*

1. Name of Partnership and effective date of revocation.

2. That the ground for revocation either did not exist or has been corrected.

3. Execution. (Section 15-105(c) for LLP's and Section 17-214(b) for LLLP's).

PLEASE NOTE: *Annual Reports for each year entity was revoked must be received with the Reinstatement.*

08/01/06

Section 15-1004(a) *Application for Reinstatement of Cancelled Limited Liability Partnerships and Limited Liability Limited Partnerships*

1. Name of Partnership and effective date of cancellation.

2. That the partnership has obtained and designated a new registered agent as required by § 15-111(a) of this title.

3. The name and address of such new registered agent in the State of Delaware.

4. Execution. (Section 15-105(c) for LLP's and Section 17-214(b) for LLLP's).

PLEASE NOTE: *This reinstatement applies to foreign and domestic LLP's and domestic LLLP's that have been cancelled pursuant to Section 15-111(d) (agent resignation) or 15-111(i)(4) (after the court enjoins a registered agent from doing business and the LLP fails to appoint a new agent).*

08/01/07

Section 15-1102(a) *Statement of Foreign Qualification*

1. *Name of the foreign limited liability partnership.*

   (a) Must satisfy the requirements of the State or other jurisdiction under whose law it is formed.

   (a) Must end with the words "Registered Limited Liability Partnership" or "Limited Liability Partnership", the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP".

2. *Name and address of the registered agent.*

3. *Number of partners of the partnership.*

4. *Future effective date or time if not effective upon filing.*

5. *Execution. (15-105(c)).*

6. *Certificate issued by authorized officer from the jurisdiction of its formation evidencing its existence – must be dated within six months prior to the filing date of the qualification. If it is in a foreign language then a translation must be attached.*

08/02/10

Section 15-1102(c) *Amendment to Foreign Statement or Certificate*

2. Name of Partnership.

2. Identify statement or certificate to be amended.

3. Set forth change in amended form (information must be set forth clearly so the personnel in the Division of Corporations can maintain accurate records).

4. Execution. (Section 15-105(c)).

Section 15-1102(c) *Foreign Statement of Cancellation*

1. Name of Partnership.

2. The date of filing of its statement of partnership existence or qualification.

3. Any other information the person filing the statement of cancellation determines.

4. Execution. (Section 15-105(c)).

PLEASE NOTE: *Amendments that change the registered agent/office only must be titled "Statement of Amendment changing only the registered office or registered agent" or "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.*

08/01/11

SECTION 15-1105(b) *Failure to file Statement of Foreign Qualification*

Any foreign limited liability partnership doing business in this State without first having registered, shall immediately do the following:

1. File the Statement of Qualification with proper filing fee,

2. File an annual report for each year they did business in Delaware along with AR filing fees,

3. Pay a fee of $200 for each year or part thereof during which the foreign limited liability partnership did business in the State of Delaware and failed to register.

08/01/06

Section 15-1208(h) *Restore to Good Standing of General Partnership*

There is no requirement to file a Certificate to Restore to Good Standing. All that is needed is for the general partnership to pay all past due annual taxes, penalties and interest, in order to be restored to good standing status.

PLEASE NOTE: *This procedure not permitted if partnership is in F or J status.*

08/01/00

Section 15-1210 *Revival of Statement of Partnership Existence*

1. *Name of the partnership at the time its statement was cancelled. (If such name is unavailable at the time of revival, state new name and include "formerly _____".)*

2. *Date of filing of the original statement of partnership existence of the partnership.*

3. *Name and address of the registered agent.*

4. *Statement that the certificate of revival is filed by one or more partners of the partnership authorized to execute and file the certificate of revival to revive the partnership.*

5. *Any other matters the partner(s) executing the certificate of revival determine to include therein.*

6. *Execution (15-105(c)).*

PLEASE NOTE: *Renewals using bank or any derivative must go to bank commissioner, however a questionnaire is not required.*

Any amendments can be made to the partnership in a revival, except a change of name when the old name is available.

We will accept a letter of name consent for renewals.

08/01/05

Section 17-204 *Executions*

1. Each certificate required to be filed in the Office of the Secretary of State by this chapter shall be executed in the following manner:

(a) An initial certificate of limited partnership, limited partnership domestication, conversion to limited partnership, and a transfer, must be signed by all general partners.

(b) A certificate of amendment or correction must be signed by at least 1 general partner and by each other general partner designated in the certificate of amendment as a new general partner. If the amendment reflects the withdrawal of a general partner as a general partner, it need not be signed by that former general partner.

(c) A certificate of cancellation must be signed by all general partners. For exceptions, see §17-204.

(d) A certificate of merger or consolidation filed by a domestic limited partnership must be signed by at least one general partner of the domestic limited partnership, or if the certificate of merger or consolidation is being filed by another business entity (as defined in §17-211(a) of this title), the certificate of merger or consolidation must be signed by a person authorized by such other business entity.

(e) Certificate of Revival must be signed by at least 1 general partner.

(f) A certificate of termination of a certificate with a future effective date or time or a certificate of amendment of a certificate with a future effective date or time being filed in accordance with § 17-206(c) of this chapter shall be signed in the same manner as the certificate with a future effective date or time being amended or terminated is required to be signed under this chapter.

2. Unless otherwise provided in the partnership agreement, any person may sign any certificate or amendment thereof or enter into a partnership agreement or amendment thereof or enter into a partnership agreement or amendment thereof by an agent, including an attorney-in-fact. An authorization, including a power of attorney, to sign any certificate or amendment thereof or to enter into a partnership agreement or amendment thereof need not be in writing, need not be sworn to, verified or acknowledged, and need not be filed in the Office of the Secretary of State, but if in writing, must be retained by a general partner.

PLEASE NOTE: *Any document signed by an Attorney-in-Fact must properly identify either in the witness paragraph and/or within the execution block that the signing party is executing on behalf of another party (e.g. a company, individual, general partner, authorized officer, etc.) For example, the witness paragraph should state that the Certificate is signed by the attorney-in-fact, and the execution block should contain some form of statement, either above or below the signature, such as "Mary R. Adams, Attorney-in-Fact on behalf of John Smith, Vice President".*

01/15/04

SECTION 17-103(b) *Application for Name Reservation*

1. *Name which is being reserved.*

2. *Name and address of applicant.*

3. *Execution. (Section 17-103(b)).*

SECTION 17-103(b) *Application for Renewal of Name Reservation*

1. *Name which is being re- reserved.*

2. *Name and address of current applicant.*

3. *Execution. (Section 17-103(b)).*

SECTION 17-103(b) *Application for Transfer of Name Reservation*

1. *Name which is being transferred.*

2. *Name and address of applicant name is being transferred to.*

3. *Statement that the reservation is being transferred.*

4. *Execution. (Section 17-103(b) by current applicant).*

SECTION 17-103(b) *Application for Cancellation of Name Reservation*

1. *Name which is being cancelled.*

2. *Name and address of current applicant.*

3. *Statement that the reservation is being cancelled.*

4. *Execution. (Section 17-103(b)).*

PLEASE NOTE: *Name reservations and renewals are effective for 120 days.*

08/01/06

Section 17-104(b) *Change of Name/Address of Registered Agent*

1. *Statement Change of Name/Address is for all LP's represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and date of effectiveness.*

4. *Execution. (Section 17-104 by individual agent or by authorized officer of registered agent company).*

Section 17-104(c) *Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name of Limited Partnership(s).*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented limited partnership ratifying change.*

5. *Execution. (Section 17-104 by individual agent or by authorized officer of registered agent company).*

Section 17-104(d) *Resignation of Registered Agent without Appointment of Successor*

1. *Name of Limited Partnership(s).*

2. *Statement that written notice of resignation was given to each affected limited partnership at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the limited partnership at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 17-104 by individual agent or by authorized officer of registered agent company).*

08/01/06

Section 17-201 *Certificate of Limited Partnership*

1. *Name of limited partnership. (§17-102)*

   (a) *Must contain the words Limited Partnership or the abbreviation L.P. or LP. In the case of a limited partnership that will simultaneously become an LLLP shall have as the last words or letters of its name "Limited Liability Limited Partnership" or the abbreviation "L.L.L.P." or the designation "LLLP".*

   (b) *May contain the name of a partner.*

   (c) *Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, partnership (whether limited or general), LLC, LLP or statutory trust reserved, registered, formed or organized, except that written consents to use of name are permitted from other domestic or foreign corporations, partnerships, LLC's, LLP's, statutory trust or foreign limited partnerships. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited*

   (d) *May contain the words Corporation and Incorporated pursuant to opinion letter received from Martin Lubaroff dated October 30, 1998.*

   (e) *Names with the word "Bank" or any variations thereof, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner for a recommendation for approval. However, names that include the word "Trust" do not have to be sent to the State Bank Commissioner if the limited partnership does not appear to be a bank.*

2. *Address of the Registered Office and the name of the Registered Agent at that address. The Registered Office need not be the place of the limited partnership's business.*

3. *The name and business, residence or mailing address of each general partner.*

4. *Any other matter(s) may be included.*

5. *Future effective date or time, if any.*

6. *Execution. (Section 17-204)*

PLEASE NOTE: **Effective January 1, 2012 – The Effective date of any certificate may not be later than 180 days after the file date.**

08/01/12

Section 17-215 *Certificate of Limited Partnership Domestication*

1. *Date on which and jurisdiction where the non-United States entity was first formed, incorporated, created or otherwise came into being.*

2. *The name of the non-United States entity immediately prior to the filing of the Certificate of Limited Partnership Domestication.*

3. *The name of the limited partnership as set forth in the Certificate of Limited Partnership.**

4. *The future effective date or time of the domestication, if not effective upon filing.*

5. *The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States entity, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Limited Partnership Domestication.*

6. *Statement that the domestication has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the non-United States entity and the conduct of its business or by applicable non-Delaware law, as appropriate.*

7. *Execution. (Section 17-204)*

**Said Certificate of Limited Partnership must be filed simultaneously with Certificate of Domestication, and in accordance with Section 17-201.*

02/15/07

Section 17-202 *Certificate of Amendment*

1. Name of limited partnership.

2. The amendment to the certificate.

3. Future effective date or time, if any.

4. Execution. (Section 17-204 or, if applicable, 17-202{f}).

PLEASE NOTE: *It is acceptable for a Certificate of Amendment to be titled Amended Certificate of Limited Partnership.*

It is acceptable for a name change Amendment to state "old name is herein changed to "new name" in the document. It is also acceptable for the document to state "new name formerly old name" in the witness paragraph or above the execution.

It is acceptable to have a document titled "Certificate of Amendment to Certificate of Amendment to Certificate of Limited Partnership".

Amendments that change the registered agent/office only must be titled "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.

08/01/11

Section 17-203 *Certificate of Cancellation*

1. Name of limited partnership.

2. Date original certificate of limited partnership was filed.

3. Future effective date or time, if any.

4. Any other information desired.

5. Execution. (Section 17-204).

PLEASE NOTE: *It is acceptable to change the General Partner of a limited partnership in a Certificate of Cancellation.*

01/15/04

Section 17-206(c) *Certificate of Termination or Amendment*

1. *May only be filed subsequent to the filing of any certificate which provides for a future effective date or time of a certificate and prior to the effective date or time of the certificate set forth in the earlier filed certificate.*

2. *Must identify the certificate which has been terminated or amended and shall state that the certificate has been terminated or amended and, if amending, set forth the amendment to the certificate.*

    1. *Execution. (Section 17-204(a)(6)).*

08/01/06

Section 17-210 *Restated Certificate*

1. *If instrument merely restates and integrates, it shall specifically designated in its heading Restated Certificate of Limited Partnership" and state in an introductory paragraph that there is no discrepancy between the restated and the original certificate of formation, as previously amended or supplemented.*

2. *If instrument restates, integrates and further amends, it shall specifically designate in its heading "Amended and Restated Certificate of Limited Partnership."*

3. *Present name of limited partnership and its original name, if different.*

4. **Date of filing of original certificate of limited partnership.*

5. *Statement that it was duly executed and filed in accordance with Section 17-210.*

Number 3, 4 and 5 listed above should be in an introductory paragraph.

6. *Name of limited partnership.*

7. *Name and address of registered agent.*

8. *The name and business, residence or mailing address of each general partner.*

9. *Amendments (if any).*

10. *Future date or effective time, if any.*

11. *Execution. (Section 17-210).*

**You must pay attention to how this is worded, the effective date is the date of formation/incorporation and the file date is the actual filed date, we will take either one if worded correctly. Also, if a conversion has been filed from either a Delaware or foreign entity to a Delaware limited partnership, then the date that we look for in the restated is the date the conversion/limited partnership was filed.*

08/01/07

Section 17-211(c) *Certificate of Merger or Consolidation*

1. *Name, type of entity and jurisdiction of formation or organization of each constituent partnership and/or other business entity.*

2. *That an agreement or merger or consolidation has been approved and executed by each of the limited partnerships or other business entities which is to merge or consolidate. (Must comply with law of survivor, if two or more Delaware entities are involved in merger).*

3. *The name of the surviving or resulting limited partnership or other business entity.*

4. *The future date or time of effectiveness of the filing if not upon filing.*

5. *A statement that the agreement or merger is on file at a place of business of the surviving or resulting domestic limited partnership or other business entity, and a statement of the address thereof.*

6. *A statement that a copy of the agreement will be provided by that surviving entity upon request and without cost to any partner or other person holding an interest in any other business entity which is to merge or consolidate.*

7. *If the surviving entity is not a domestic limited partnership or other Delaware business entity, a statement appointing the Secretary of State as agent to accept service of process and a mailing address therefor.*

8. *Execution. (Section 17-204).*

Section 17-211(f) *Certificate of Agreement of Merger*

1. *Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation. Please refer to Section 17-211 1-8 listed above for filing requirements.*

Section 17-211(l) *Certificate of Ownership and Merger*

1. *Name of Parent Domestic Limited Partnership.*

2. *Name(s) of subsidiary corporation(s).*

3. *States of incorporation for the domestic limited partnership and each corporation.*

4. *Name of surviving domestic limited partnership/corporation (Specify state of incorporation if not clear).*

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

6. *Statement certifying merger was authorized in accordance with parent domestic limited partnership's partnership agreement documents and the Delaware Limited Partnership Act.*

(Continued on page 92)

(Continued from page 91)

7. If parent domestic limited partnership does not own all of the outstanding stock of all of the corporations who are a party to the merger; must state the terms and conditions of the merger, including the securities, cash, property, or rights to be issued, paid, delivered or granted by the surviving domestic limited partnership or corporation upon surrender of each share of the corporation or corporations not owned by the parent domestic limited partnership, or the cancellation of some or all of such shares.

8. Execution. (Section 17-211 (l) by at least 1 general partner of the Parent Domestic Limited Partnership).

***PLEASE NOTE**: A Certificate of merger or agreement of merger or consolidation shall act as a certificate of cancellation for a domestic limited partnership that is not the surviving or resulting entity.*

In the case of a Certificate of Ownership and Merger; if Delaware subsidiary corporation survives anything can be amended; however, if parent Delaware entity survives they cannot amend their Certificate of Limited Partnership in the merger.

8/01/12

Section 17-213(a) *Certificate of Correction*

1. Name of Limited Partnership.

2. Statement describing inaccuracy or defect.

3. Set forth corrected portion.

4. Execution. (Section 17-204).

PLEASE NOTE: *If the limited partnership has changed its name since the date the corrected instrument was filed. The correction must still be filed under new name with a parenthetical reference (or other) to old name.*

Section 17-213(b) *Corrected Certificate.*

1. Heading must state Corrected Certificate.

2. Name of Limited Partnership.

3. Statement describing inaccuracy or defect.

4. Set forth entire document in corrected form.

5. Execution. (Section 17-204).

PLEASE NOTE: *Execution date should be date of correction not date of original document being corrected.*

A correction cannot be filed to put a missing document on file with our office (i.e. certificates of limited partnership filed without conversions or domestications).

08/01/06

Section 17-214 *Limited Partnership's as Limited Liability Limited Partnerships*

1. *Must file a statement of qualification as provided in 15-1001 to become a limited liability limited partnership. Application must include the following;*

   a. *Name of Limited Liability Limited Partnership. (Without a written consent must be distinguishable from other entity names on file with the Division). Must have as the last words or letters of its name "Limited Liability Limited Partnership" or the abbreviation "L.L.L.P." or the designation "LLLP". Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited*

   b. *Registered agent and office.*

   c. *Number of Partners.*

   d. *Statement that the partnership elects to be a limited liability limited partnership.*

   e. *Future effective date or time, if not effective upon filing.*

   f. *Execution. (Section 17-214 by at least 1 general partner of the limited partnership)*

PLEASE NOTE: *They may use the word "registered" in their name as an actual part of the name but not part of the required ending and they cannot use the abbreviation RLLLP.*

Must file Annual Reports each year pursuant to Section 15-1003(a) and, when necessary, Reinstatements pursuant to Section 15-1003(e)

If a Statement of Cancellation of a Statement of Qualification (for an LLLP) is filed and the limited partnership is going to remain as a domestic limited partnership, an amendment to the certificate of limited partnership must be filed to remove the "limited liability limited partnership, L.L.L.P. or LLLP" designation from the name of the limited partnership. The amendment must be filed simultaneously with the Statement of Cancellation to the Statement of Qualification.

08/01/12

Section 17-216 *Transfer or Continuance of Domestic Limited Partnerships*

1. *The name of the limited partnership and, if it has been changed, the name under which its certificate of limited partnership was originally filed.*

2. *The date of the filing of its original certificate of limited partnership with the Secretary of State.*

3. *The jurisdiction to which the limited partnership shall be transferred or in which it shall be domesticated.*

4. *The future effective date or time of the transfer or domestication to the jurisdiction specified in 3 listed above if it is not to be effective upon filing.*

5. *Statement that the transfer or domestication or continuance of the limited partnership has been approved in accordance with the provisions of section 17-216.*

6. *In the case of a transfer, (i) statement that the existence of the limited partnership as a limited partnership of the State of Delaware shall cease when the certificate of transfer becomes effective and (ii) the appointment of Secretary of State to accept service of process and mailing address therefor. The address for service of process may not be that of the limited partnership's registered agent without written consent of such registered agent. The consent must be filed with the certificate of transfer.*

7. *In the case of a transfer and continuance, statement that the limited partnership will continue to exist as a limited partnership of the State of Delaware after the certificate of transfer and continuance becomes effective.*

8. *Execution. (Section 17-204).*

08/01/12

Section 17-217 *Conversion of Certain Entities to a Limited Partnership*

1. *Date on which and jurisdiction where the other entity was first created, formed, or otherwise came into being and, if it has changed, its jurisdiction immediately prior to its conversion to a domestic limited partnership.*

2. *Name and type of entity of the other entity immediately prior to the filing of the certificate of conversion to limited partnership.*

3. *Name of the limited partnership as set forth in its Certificate of Limited Partnership.**

4. *Future effective date or time of the conversion to a limited partnership, if not effective upon filing.*

5. *Execution. (Section 17-204).*

**Said Certificate of Limited Partnership must be filed simultaneously with Certificate of Conversion, and in accordance with Section 17-201.*

***If converting to a Limited Liability Limited Partnership a Statement of Qualification must be filed simultaneously with the Certificate of Conversion and Certificate of Limited Partnership and must be filed in accordance with Section 15-1001.*

08/01/12

Section 17-219 *Certificate of Conversion of a Limited Partnership to a Non-Delaware Entity*

1. *Name of the limited partnership and, if it has been changed, the name under which its certificate of limited partnership was originally filed*

2. *Date of filing of its original certificate of limited partnership.*

3. *Jurisdiction in which the business form, to which the limited partnership shall be converted, is organized, formed or created.*

4. *Future effective date or time of the conversion, if not effective upon filing*

5. *That the conversion has been approved in accordance with Section 17-219.*

6. *Appointment of Secretary of State to accept service of process.*

7. *Address to which a copy of the process shall be mailed by the Secretary of State.*

8. *Execution. (17-204).*

A CERTIFIED COPY OF THE CONVERSION MUST BE ISSUED AT THE TIME OF FILING.

08/01/06

Section 17-902 *Registration of Foreign Limited Partnership*

1. *Name of the foreign limited partnership and, if different, the name it will use in Delaware.*

   (a) *May register under any name (whether or not it is the name under which it is registered in the jurisdiction of its organization) that includes the words "Limited Partnership" or the abbreviation "L.P." or the designation "LP" and that could be registered by a domestic limited partnership.*

   (b) *Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, partnership, limited partnership, limited liability company or statutory trust reserved, registered, formed or organized, except that written consents to use of name are permitted from other domestic or foreign corporations, partnerships, limited partnerships, limited liability companies or statutory trusts.*

2. *The jurisdiction of organization, date of organization in that jurisdiction, statement that it was validly existing at time of filing.*

3. *Business or purposes to be conducted in Delaware.*

4. *Address of Registered Office and name of the Registered Agent at that address.*

5. *Statement that Secretary of State is appointed to accept service of process under the circumstances set forth in §17-910.*

6. *Name and address of each general partner.*

7. *Date on which the foreign limited partnership first did or plans to do business in Delaware.*

8. *Execution. (Section 17-902).*

9. *Certificate issued by authorized officer from the jurisdiction of its formation evidencing its existence – must be dated within six months prior to the filing date of the registration. If it is in a foreign language then a translation must be attached.*

08/01/02

Section 17-904(c) *Foreign Change of Name/Address of Registered Agent*

1. *Statement change of Name/address is for all foreign LP's represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and date of effectiveness.*

4. *Execution. (Section 17-904 by individual agent or by authorized officer of registered agent company).*

Section 17-904(d) *Foreign Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name of foreign Limited Partnership(s).*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented foreign Limited Partnership ratifying change.*

5 *Execution. (Section 17-904 by individual agent or by authorized officer of registered agent company).*

Section 17-904(e) *Foreign Resignation of Registered Agent without Appointment of Successor*

1. *Name of foreign Limited Partnership(s).*

2. *Statement that written notice of resignation was given to each affected foreign limited partnership at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the foreign limited partnership at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 17-904 by individual agent or by authorized officer of registered agent company).*

08/01/06

Section 17-905 *Amendments to Application of Foreign Limited Partnership*

Certificate of Amendment must be filed when any facts contained in the original Application have changed. Execution must be by a general partner.

1. Name of limited partnership.

2. The amendment to the certificate.

3. Future effective date or time, if any.

4. Execution. (Section 17-905).

Section 17-906 *Cancellation of Foreign Limited Partnership Registration*

1. Name of limited partnership.

2. Date original certificate of limited partnership was filed.

3. Future effective date or time, if any.

4. Any other information desired.

5. Execution. (Section 17-906).

PLEASE NOTE: *Amendments that change the registered agent/office only must be titled "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.*

08/01/11

Section 17-907(d) *Failure to Register Foreign Limited Partnership*

Any foreign limited partnership doing business in this State without first having registered, shall immediately do the following:

1. File the Registration of Foreign Limited Partnership with proper filing fee,

2. Pay the annual taxes, along with penalties and interest for each year they did business in Delaware without registering,

3. Pay a fine of $200 for each year or part thereof during which the foreign limited partnership did business in the State of Delaware and failed to register.

08/01/06

Section 17-1109(h) *Restore to Good Standing*

There is no requirement to file a Certificate to Restore to Good Standing. All that is needed is for the limited partnership to pay all past due annual taxes, penalties and interest, in order to be restored to good standing status.

PLEASE NOTE: *This procedure not permitted if LP is in F or J status.*

08/01/06

Section 17-1111 *Revival of Domestic and Foreign Limited Partnership*

1. *Name of the limited partnership at the time it was canceled. (If such name is not available, at the time of revival, state new name and include "formerly _____".*

2. *Date of filing of the original certificate of the limited partnership.*

3. *Registered agent and registered office.*

4. *A statement that the certificate of revival is filed by one or more general partners of the limited partnership authorized to execute and file the certificate of revival.*

5. *Any other matters the general partner(s) executing the revival determine to include therein.*

6. *Execution. (Section 17-204).*

PLEASE NOTE: *Renewals using bank or any derivative must go to bank commissioner, however a questionnaire is not required.*

Any amendments can be made to the Certificate of Limited Partnership in a revival, except a change of name when the old name is available.

We will accept a letter of name consent for renewals.

01/15/04

TITLE 6, CHAPTER 18
Delaware Limited Liability Company

Section 18-204 *Executions*

1. Each certificate required to be filed in the Office of the Secretary of State by this chapter shall be executed by one or more authorized persons.

(a) Unless otherwise provided in the LLC agreement, any person may sign any certificate or amendment thereof or enter into a LLC agreement or amendment thereof by an agent, including an attorney-in-fact. An authorization, including a power of attorney, to sign any certificate or amendment thereof or to enter into a LLC agreement or amendment hereof need not be in writing, need not be sworn to, verified or acknowledged, and need not be filed in the Office of the Secretary of State, but if in writing, must be retained by an authorized person.

PER Laura Marvel: Any document that is signed by an attorney-in-fact MUST properly identify either in the witness paragraph and/or within the execution block that the signing party is signing on behalf of another party (e.g. a company, individual, general partner, authorized officer, etc.). For example, the witness paragraph should state that the Certificate is signed by the attorney-in-fact, and the execution block should contain some form of a statement, either above or below the signature, such as "Mary R. Adams, Attorney-in-Fact on behalf of John Smith, Vice President".(12/18/01) If the client indicates that the signer is an attorney-in-fact for the entity itself and not for an individual, then the document is okay to file(changed 4/5/05 per AMW). If the signer is an attorney-in-fact for an individual, then the execution should be corrected to include the name/officer title of the party for whom the attorney-in-fact is signing (as stated above).(2/24/02)

PLEASE NOTE: *The title(s) of the Person executing is not needed, however, the Person executing must be identified by typing name below signature unless you can understand what the person's name is from the signature. The exception to this is when a company is the authorized person and then we would need the title of the person signing on behalf of the company.*

It is acceptable for directors to sign an LLC but not an Incorporator.

04/05/05

SECTION 18-103(b) *Application for Name Reservation*

1. *Name which is being reserved.*

2. *Name and address of applicant.*

3. *Execution. (Section 18-103(b)).*

SECTION 18-103(b) *Application for Renewal of Name Reservation*

1. *Name which is being re- reserved.*

2. *Name and address of current applicant.*

3. *Execution. (Section 18-103(b)).*

SECTION 18-103(b) *Application for Transfer of Name Reservation*

1. *Name which is being transferred.*

2. *Name and address of applicant name is being transferred to.*

3. *Statement that the reservation is being transferred.*

4. *Execution. (Section 18-103(b) by current applicant).*

SECTION 18-103(b) *Application for Cancellation of Name Reservation*

1. *Name which is being cancelled.*

2. *Name and address of current applicant.*

3. *Statement that the reservation is being cancelled.*

4. *Execution. (Section 18-103(b)).*

PLEASE NOTE: *Name reservations and renewals are effective for 120 days.*

08/01/06

Section 18-104(b) *Change of Name/Address of Registered Agent*

1. *Statement of change of name/address is for all Limited Liability Companies represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and date of effectiveness.*

4. *Execution. (Section 18-104 by individual agent or by authorized officer of registered agent company).*

Section 18-104(c) *Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name of Limited Liability Company(ies).*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented limited liability company ratifying change.*

5. *Execution. (Section 18-104 by individual agent or by authorized officer of registered agent company).*

Section 18-104(d) *Resignation of Registered Agent without Appointment of Successor*

1. *Name of Limited Liability Company(ies).*

2. *Statement that written notice of resignation was given to each affected limited liability company at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the limited liability company at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 18-104 by individual agent or by authorized officer of registered agent company).*

08/01/06

Section 18-201 *Certificate of Formation*

1. Name of limited liability company.

(a) Must contain the words "Limited Liability Company" or the abbreviations "L.L.C." or "LLC".

(b) May contain the name of a member or manager. May contain the following: "Company", "Association", "Club", "Foundation", "Fund", "Institute", "Society", "Union", "Syndicate", "Limited", or "Trust".

(c) Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, partnership(whether limited or general), statutory trust, limited liability partnership or limited liability company reserved, registered, formed or organized except that written consents to use of name are permitted from other domestic or foreign corporations, partnerships(whether limited or general), limited liability partnerships, statutory trusts or foreign limited liability companies. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited

d) May contain the words Corporation and Incorporated pursuant to opinion letter received from Martin Lubaroff dated October 30, 1998.

e) Names with the word "Bank" or any variations thereof, including but not limited to "Banc, Banque, or Bancorporation", must be reviewed by the State Bank Commissioner for a recommendation for approval. However, names that include the word "Trust" do not have to be sent to the State Bank Commissioner if the limited liability company does not appear to be a bank.

2. Address of the Registered Office and the name of the Registered Agent at that address. The Registered Office need not be the place of the limited liability company ("LLC").

3. Any other matter(s) may be included.

4. Future effective date or time, if any.

5. Execution. (Section 18-204 by authorized person{s}).

PLEASE NOTE: *An LLC document may state "[1,000] units to be called "shares" with each individual share having a stated par value of $[50] per share". It is okay to file even if they don't say "stated par value".*

Effective January 1, 2012 – The Effective date of any certificate may not be later than 180 days after the file date.

08/01/12

Section 18-212 *Certificate of Limited Liability Company Domestication*

1. *Date on which and jurisdiction where the non-United States entity was first formed, incorporated, created or otherwise came into being.*

2. *The name of the non-United States entity immediately prior to the filing of the Certificate of Limited Liability Company Domestication.*

3. *The name of the limited liability company as set forth in the Certificate of Formation.**

4. *The future effective date or time of the domestication, if not effective upon filing.*

5. *The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States entity, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Limited Liability Company Domestication.*

6. *Statement that the domestication has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the non-United States entity and the conduct of its business or by applicable non-Delaware law, as appropriate.*

7. *Execution. (Section 18-204).*

**Said Certificate of Formation must be filed simultaneously with Certificate of Domestication, and in accordance with Section 18-201.*

02/15/07

Section 18-202 *Certificate of Amendment to Certificate of Formation*

1. Name of Limited Liability Company.

2. The amendment to the certificate.

3. Future effective date or time, if any.

4. Execution. (Section 18-204 by authorized person{s}).

PLEASE NOTE: *It is acceptable for a Certificate of Amendment to be titled Amended Certificate of Formation.*

It is acceptable for a name change Amendment to state "old name is herein changed to "new name" in the document. It is also acceptable for the document to state "new name formerly old name" in the witness paragraph or above the execution.

Amendments that change the registered agent/office only must be titled "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.

08/01/11

Section 18-203 *Cancellation of Certificate of Formation*

1. Name of Limited Liability Company.

2. Date of filing of original Certificate of Formation.

3. Future effective date or time, if any.

4. Any other information desired

5. Execution. (Section 18-204 by authorized person{s}).

08/01/02

Section 18-206(c) *Certificate of Termination or Amendment*

1. *May only be filed subsequent to the filing of any certificate which provides for a future effective date or time of a certificate and prior to the effective date or time of the certificate set forth in the earlier filed certificate.*

2. *Must identify the certificate which has been terminated or amended and shall state that the certificate has been terminated or amended and, if amending, set forth the amendment to the certificate.*

3. *Execution. (Section 18-204(a)).*

08/01/06

Section 18-208 *Restated Certificate of Formation*

1. *If instrument merely restates and integrates, it shall specifically designate in its heading "Restated Certificate of Formation" and state in an introductory paragraph that there is no discrepancy between the restated and the original certificate of formation, as previously amended or supplemented.*

2. *If instrument restates, integrates and further amends, it shall specifically designate in its heading "Amended and Restated Certificate of Formation."*

3. *Present name of LLC and its original name, if different.*

4. **Date of filing of original certificate of formation.*

5. *Statement that it was duly executed and filed in accordance with Section 18-208.*

* *Number 3, 4 and 5 listed above should be in an introductory paragraph.*

6. *Name of limited liability company.*

7. *Name and address of registered agent.*

8. *Amendments (if any).*

9. *Future date or effective time, if any.*

10. *Execution. (Section 18-208).*

**You must pay attention to how this is worded, the effective date is the date of formation/incorporation and the file date is the actual filed date, we will take either one if worded correctly. Also, if a conversion has been filed from either a Delaware or foreign entity to a Delaware limited liability company, then the date that we look for in the restated is the date the conversion/formation was filed.*

08/01/07

Section 18-209(c) *Certificate of Merger or Consolidation*

1. *Name, jurisdiction of formation or organization and type of entity of each constituent LLC and/or other business entities.*

2. *Statement that an agreement of merger or consolidation has been approved and executed by each of the domestic LLC's or other business entities which are to merge or consolidate. (Must comply with law of survivor, if two or more Delaware entities are involved in the merger).*

3. *The name of the surviving or resulting LLC or other business entity.*

4. *Future effective date or time, if any.*

5. *A statement that the executed agreement of merger or consolidation is on file at a place of business of the surviving or resulting domestic LLC or other business entity, setting forth the address thereof.*

6. *Statement that a copy of the agreement will be provided by the surviving entity upon request and without cost to any member of any domestic LLC or any person holding an interest in any other business entity which is to merge or consolidate.*

7. *If surviving entity is not a domestic LLC or other Delaware business entity, a statement appointing the Secretary of State as agent to accept service of process and a mailing address therefor.*

8. *Execution. (Section 18-204).*

Section 18-209(e) *Certificate of Agreement of Merger*

1. *Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation. Please refer to Section 18-209 1-8 listed above for filing requirements.*

Section 18-209(i) *Certificate of Ownership and Merger*

1. *Name of Parent Domestic Limited Liability Company.*

2. *Name(s) of subsidiary corporation(s).*

3. *States of incorporation for the domestic limited liability company and each corporation.*

4. *Name of surviving domestic limited liability company/corporation (Specify state of incorporation if not clear).*

5. *If Delaware does not survive, appointment of Secretary of State of Delaware to accept service of process and mailing address therefor.*

6. *Statement certifying merger was authorized in accordance with parent domestic limited liability company's limited liability company agreement documents and the Delaware Limited Liability Company Act.*

(Continued on page 114)

(Continued from page 113)

7. *If parent domestic limited liability company does not own all of the outstanding stock of all of the corporations who are a party to the merger; must state the terms and conditions of the merger, including the securities, cash, property, or rights to be issued, paid, delivered or granted by the surviving domestic limited liability company or corporation upon surrender of each share of the corporation or corporations not owned by the parent domestic limited liability company, or the cancellation of some or all of such shares.*

8. *Execution. (Section 18-209 by Parent Domestic Limited Liability Company).*

PLEASE NOTE: *A certificate of merger, agreement of merger or consolidation shall act as a certificate of cancellation for a domestic LLC that is not the surviving or resulting entity.*

In the case of a Certificate of Ownership and Merger; if Delaware subsidiary corporation survives anything can be amended; however, if parent Delaware entity survives they cannot amend their Certificate of Formation in the merger.

08/01/12

Section 18-211(a) *Certificate of Correction*

1. Name of Limited Liability Company.

2. Statement describing inaccuracy or defect.

3. Set forth corrected portion.

4. Execution. (Section 18-204).

PLEASE NOTE: *If the limited liability company has changed its name since the date the corrected instrument was filed, the correction must still be filed under new name with a parenthetical reference (or other) to old name.*

Section 18-211(b) *Corrected Certificate*

1. Heading must state Corrected Certificate.

2. Name of Limited Liability Company.

3. Statement describing inaccuracy or defect.

4. Set forth entire document in corrected form.

5. Execution (Section 18-204).

PLEASE NOTE*: Execution date should be date of correction not date of original document being corrected.*

A correction cannot be filed to put a missing document on file with our office (i.e. formations filed without conversions or domestications).

08/01/06

Section 18-213 *Transfer or Continuance of Domestic Limited Liability Companies*

1. *The name of the limited liability company and, if it has been changed, the name under which its certificate of formation was originally filed.*

2. *The date of the filing of its original certificate of formation with the Secretary of State.*

3. *The jurisdiction to which the limited liability company shall be transferred or in which it shall be domesticated.*

4. *The future effective date or time of the transfer or domestication to the jurisdiction specified in 3 listed above if it is not to be effective upon filing.*

5. *Statement that the transfer or domestication or continuance of the limited liability company has been approved in accordance with the provisions of section 18-213.*

6. *In the case of a transfer, (i) statement that the existence of the limited liability company as a limited liability company of the State of Delaware shall cease when the certificate of transfer becomes effective and (ii) the appointment of Secretary of State to accept service of process and mailing address therefor. The address for service of process may not be that of the limited liability company's registered agent without written consent of such registered agent. The consent must be filed with the certificate of transfer.*

7. *In the case of a transfer and continuance, statement that the limited liability company will continue to exist as a limited liability company of the State of Delaware after the certificate of transfer and continuance becomes effective.*

8. *Execution. (Section 18-204).*

08/01/12

Section 18-214 *Conversion of Certain Entities to a Limited Liability Company*

1. *Date on which and jurisdiction where the other entity was first created, formed, or otherwise came into being and, if it has changed, its jurisdiction immediately prior to its conversion to a domestic limited liability company.*

2. *Name and type of entity of the other entity immediately prior to the filing of the certificate of conversion to limited liability company.*

3. *Name of the limited liability company as set forth in its Certificate of Formation.**

4. *Future effective date or time of the conversion to a limited liability company, if not effective upon filing.*

5. *Execution. (Section 18-204).*

**Said Certificate of Formation must be filed simultaneously with Certificate of Conversion, and in accordance with Section 18-201.*

08/01/12

Section 18-216 *Certificate of Conversion of a Limited Liability Company to a Non-Delaware Entity*

1. *Name of the limited liability company and, if it has been changed, the name under which its certificate of formation was originally filed*

2. *Date of filing of its original certificate of formation.*

3. *Jurisdiction in which the business form, to which the limited liability company shall be converted, is organized, formed or created.*

4. *Future effective date or time of the conversion, if not effective upon filing*

5. *That the conversion has been approved in accordance with Section 18-216.*

6. *Appointment of Secretary of State to accept service of process.*

7. *Address to which a copy of the process shall be mailed by the Secretary of State.*

8. *Execution. (18-204).*

A CERTIFIED COPY OF THE CONVERSION MUST BE ISSUED AT THE TIME OF FILING.

08/01/06

Section 18-902 *Registration of Foreign Limited Liability Company*

1. *Name of the foreign LLC, and, if different, the name it will use in Delaware.*

   (b) May register under any name (whether or not it is the name under which it is registered in the jurisdiction of its formation) that includes the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC" and that could be registered by a domestic limited liability company.

   (b) Must be distinguishable on the records of the Secretary of State from the name of any domestic or foreign corporation, partnership, limited partnership, statutory trust, limited liability company or limited partnership reserved, registered, formed or organized except that written consents to use of name are permitted from other domestic or foreign corporations, partnerships, statutory trust, limited partnerships, limited liability partnerships or limited liability companies.

2. *The jurisdiction of organization, date of organization in that jurisdiction, statement that it was validly existing at time of filing.*

3. *Business or purposes to be conducted in Delaware.*

4. *Address of Registered Office and name of the Registered Agent at that address.*

5. *Statement that Secretary of State is appointed to accept service of process under the circumstances set forth in §18-910.*

6. *Date on which the foreign LLC first did or plans to do business in Delaware.*

7. *Execution. (Section 18-902 by authorized person{s}).*

8. *Certificate issued by authorized officer from the jurisdiction of its formation evidencing its existence – must be dated within six months prior to the filing date of the registration. If it is in a foreign language then a translation must be attached.*

08/01/02

Section 18-904(c) *Foreign Change of Name/Address of Registered Agent*

1. *Statement that change of name/address is for all Limited Liability Companies represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and date of effectiveness.*

4. *Execution. (Section 18-904 by individual agent or by authorized officer of registered agent company).*

Section 18-904(d) *Foreign Resignation of Registered Agent Coupled with Appointment of Successor*

1. *List of names of all foreign Limited Liability Companies represented by agent.*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented LLC ratifying change.*

5. *Execution. (Section 18-904 by individual agent or by authorized officer of registered agent company).*

Section 18-904(e) *Foreign Resignation of Registered Agent without Appointment of Successor*

1. *Name of foreign Limited Liability Company(ies).*

2. *Statement that written notice of resignation was given to each affected foreign limited liability company at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the foreign limited liability company at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 18-904 by individual agent or by authorized officer of registered agent company).*

08/01/06

Section 18-905 *Amendments to Application of Foreign Limited Liability Company*

Certificate of Amendment must be filed when any facts contained in the original Application have changed. Execution must be by an authorized person.

1. *Name of limited liability company.*

2. *The amendment to the certificate.*

3. *Future effective date or time, if any.*

4. *Execution. (Section 18-905).*

Section 18-906 *Cancellation of Foreign Limited Liability Company Registration*

1. *Name of limited liability company.*

2. *Date original certificate of formation was filed.*

3. *Future effective date or time, if any.*

4. *Any other information desired.*

5. *Execution. (Section 18-906).*

PLEASE NOTE: *Amendments that change the registered agent/office only must be titled "Certificate of Amendment changing only the registered office or registered agent" in order to qualify for the $50 filing fee.*

08/01/11

Section 18-907(d) *Failure to Register Foreign Limited Liability Company*

Any foreign limited liability company doing business in this State without first having registered shall immediately do the following:

1. File the Registration of Foreign Limited Liability Company with proper filing fee,

2. Pay the annual taxes, along with penalties and interest for each year they did business in Delaware without registering,

3. Pay a fine of $200 for each year or part thereof during which the foreign limited liability company did business in the State of Delaware and failed to register.

08/01/06

Section 18-1107(I) *Restore to Good Standing*

There is no requirement to file a Certificate to Restore to Good Standing. All that is needed is for the limited liability company to pay all past due annual taxes, penalties and interest, in order to be restored to good standing status.

PLEASE NOTE: *This procedure not permitted if LLC is in F or J status.*

08/01/06

Section 18-1109 *Revival of Domestic and Foreign Limited Liability Company*

1. *Name of Limited Liability Company at the time it was canceled. (If such name is unavailable at the time of revival, state new name and include "formerly _____".)*

2. *Date of filing of the original certificate of formation.*

3. *Registered agent and registered office.*

4. *A statement that the certificate of revival is filed by one or more persons authorized to execute and file the certificate of revival.*

5. *Any other matters the persons executing the revival determine to include therein.*

6. *Execution. (Section 18-204).*

PLEASE NOTE: *Renewals using bank or any derivative must go to bank commissioner; however a questionnaire is not required.*

Any amendments can be made to the Certificate of Formation in a revival, except a change of name when the old name is available.

We will accept a letter of name consent for renewals.

01/15/04

Section 3811 *Executions*

1. Each certificate required to be filed in the office of the Secretary of State by this chapter shall be executed in the following manner:

(a) An initial certificate of trust shall be signed by all of the trustees.

(b) A certificate of amendment, a certificate of correction, a corrected certificate, termination or amendment and a restated certificate of trust shall be signed by at least one trustee.

(c) A certificate of cancellation of certificate of trust shall be signed by all of the trustees (or as otherwise provided in the governing instrument).

(d) A certificate of merger or consolidation, certificate of conversion, certificate of transfer, certificate of transfer and continuance, certificate of statutory trust domestication or certificate of termination or amendment to any such certificate must be signed by all of the trustees of the filing statutory trust (or as otherwise provided in the governing instrument), or if the certificate is being filed by another business entity, it shall be signed by a person authorized to execute such instrument on behalf of such other business entity.

PLEASE NOTE: *Any document signed by an Attorney-in-Fact must properly identify either in the witness paragraph and/or within the execution block that the signing party is executing on behalf of another party (e.g. a company, individual, general partner, authorized officer, etc.) For example, the witness paragraph should state that the Certificate is signed by the attorney-in-fact, and the execution block should contain some form of statement, either above or below the signature, such as "Mary R.Adams, Attorney-in-Fact on behalf of John Smith, Vice President".*

01/15/04

Section 3807(e) *Change of Name/Address of Registered Agent/Trustee*

1. *Statement that change of name/address is for all Statutory Trusts represented by said agent/trustee.*

2. *Old name/address of agent/trustee.*

3. *New name/address of agent/trustee and date of effectiveness.*

3. *Execution. (Section 3807(e) by individual agent or by authorized officer, authorized person, general partner or partner of registered agent entity or trustee if applicable).*

Section 3807(f) *Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name of Statutory Trust(s).*

2. *Name of old registered agent.*

3. *Name and address of new registered agent.*

4. *Attach statement executed by each represented statutory trust ratifying change.*

5. *Execution. (Section 3807(e) by individual agent or by authorized officer, authorized person, general partner or partner of registered agent entity).*

Section 3807(g) *Resignation of Registered Agent without Appointment of Successor*

1. *Name of Statutory Trust(s).*

2. *Statement that written notice of resignation was given to each affected statutory trust at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the statutory trust at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 3807(e) by individual agent or by authorized officer, authorized person, general partner or partner of registered agent entity).*

PLEASE NOTE: ***Trustee*** *resignations* ***cannot*** *be filed on a domestic Statutory Trust.*

08/01/11

Section 3810(a) *Certificate of Trust*

1. *Name of statutory trust. Must be distinguishable on the records of the Division of Corporations from the name of any domestic or foreign corporation, limited partnership, partnership, limited liability company, or statutory trust reserved, registered or organized, except that written consents to use of name are permitted from other domestic or foreign corporations, limited partnerships, partnerships, limited liability companies of foreign statutory trusts. Names using profanities or words that would otherwise be harmful to the state or deceptive to the public are prohibited*

2. *Name and business address of one trustee. Trustee must be an individual who is a resident of Delaware, or an entity with a principal place of business in Delaware. (See exception below).*

3. *Future effective date or time, if any.*

4. *Any other information the trustees determine to include.*

5. *Execution. (Section 3811).*

EXCEPTION*: If statutory trust is or will become a registered investment company under the Federal Investment Company Act of 1940, then in lieu of trustee name and address, the certificate of trust may state a registered office within State and a registered agent which may be an individual resident of Delaware, a domestic corporation or a foreign corporation authorized to transact business in Delaware. Pursuant to § 3807 notice of this fact must be stated in Certificate of Trust.*

PLEASE NOTE: *Statutory Trusts are **not** required to go to the Bank Commissioner for approval when they contain the word "Bank", "Trust" or any derivative thereof.*

Effective January 1, 2012 – The Effective date of any certificate may not be later than 180 days after the file date.

08/01/11

SECTION 3814(e) *Application for Name Reservation*

1. *Name which is being reserved.*

2. *Name and address of applicant.*

3. *Execution. (Section 3814(e)).*

SECTION 3814(e) *Application for Renewal of Name Reservation*

1. *Name which is being re- reserved.*

2. *Name and address of current applicant.*

3. *Execution. (Section 3814(e)).*

SECTION 3814(e) *Application for Transfer of Name Reservation*

1. *Name which is being transferred.*

2. *Name and address of applicant name is being transferred to.*

3. *Statement that the reservation is being transferred.*

4. *Execution. (Section 3814(e) by current applicant).*

SECTION 3814(e) *Application for Cancellation of Name Reservation*

1. *Name which is being cancelled.*

2. *Name and address of current applicant.*

3. *Statement that the reservation is being cancelled.*

4. *Execution. (Section 3814(e)).*

PLEASE NOTE: *Name reservations and renewals are effective for 120 days.*

08/01/06

Section 3822 *Certificate of Statutory Trust Domestication*

1. *Date on which and jurisdiction where the non-United States entity was first formed, incorporated, created or otherwise came into being.*

2. *The name of the non-United States entity immediately prior to the filing of the Certificate of Statutory Trust Domestication.*

3. *The name of the statutory trust as set forth in the Certificate of Trust.**

4. *The future effective date or time of the domestication, if not effective upon filing.*

5. *The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the non-United States entity, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Statutory Trust Domestication.*

6. *Execution. (Section 3811).*

**Said Certificate of Trust must be filed simultaneously with Certificate of Domestication, and in accordance with Section 3810(a).*

11/01/04

SECTION 3810(b) *Certificate of Amendment to Certificate of Statutory Trust*

1. Name of statutory trust.

2. The amendment to the certificate.

3. Future effective date or time, if any.

4. Execution. (Section 3811).

PLEASE NOTE: *It is acceptable for a Certificate of Amendment to be titled Amended Certificate of Trust.*

It is acceptable for a name change Amendment to state "old name is herein changed to "new name" in the document. It is also acceptable for the document to state "new name formerly old name" in the witness paragraph or above the execution.

01/15/04

Section 3810(c) *Restated Certificate*

1. Must have "restated" in heading (the inclusion of "amended and" is acceptable).

2. Present name of statutory trust and original name, if different.

*3. *Original formation date.*

4. All provisions required by 3810(a).

5. Any other information Trustee determines to include.

6. Execution. (Section 3811).

PLEASE NOTE: *A restated that amends may be filed any time after the original Certificate of Trust has been filed; however, a restated that does not amend can only be filed if there is at least one amendment on file.*

**You must pay attention to how this is worded, the effective date is the date of formation/incorporation and the file date is the actual filed date, we will take either one if worded correctly. Also, if a conversion has been filed from either a Delaware or foreign entity to a Delaware statutory trust, then the date that we look for in the restated is the date the conversion/statutory trust was filed.*

08/01/07

SECTION 3810(d) *Cancellation of Certificate of Statutory Trust*

1. Name of statutory trust.

2. Date of filing of original Certificate of Trust.

3. Future effective date or time, if any.

4. Execution. (Section 3811).

08/01/02

SECTION 3810 (e) *Certificate of Correction*

1. Name of statutory trust.

2. Statement describing inaccuracy or defect.

3. Set forth corrected portion.

4. Execution. (Section 3811).

PLEASE NOTE: *If the statutory trust has changed its name since the date the corrected instrument was filed, the correction must still be filed under new name with a parenthetical reference (or other) to old name.*

SECTION 3810 (e) *Corrected Certificate*

1. Heading must state Corrected Certificate.

2. Name of statutory trust.

3. Statement describing inaccuracy or defect.

4. Set forth entire document in corrected form.

5. Execution. (Section 3811).

PLEASE NOTE: *Execution date should be date of correction, not date of original document being corrected.*

A correction cannot be filed to put a missing document on file with our office (i.e. Certificates of Trust filed without conversions or domestications).

08/01/06

SECTION 3810 (f) *Certificate of Termination or Amendment*

Terminations *A certificate of termination may be filed prior to the effective date, which states:*

1) Name of statutory trust.

2) Document being terminated (date of filing requested but not required).

3) Statement that instrument has been terminated.

4) Execution. (Section 3811).

Amendments *A certificate of amendment may be filed prior to the effective date, which states:*

1) Name of statutory trust.

2) Document being amended (date of filing requested but not required).

3) The amended effective date.

4) Execution. (Section 3811).

PLEASE NOTE: You must *verify that the effective date has not passed.*

Only the effective date can be amended by this document.

07/31/97

SECTION 3815 *Certificate of Merger or Consolidation*

1. *Name, jurisdiction of formation or organization and type of entity of each constituent statutory trust and/or other business entities.*

2. *Statement that an agreement of merger or consolidation has been approved and executed by each of the statutory trusts or other business entities which is to merger or consolidate. (Must comply with law of survivor, if two or more Delaware entities are involved in merger).*

3. *Name of surviving or resulting statutory trust or other business entity.*

4. *Future effective date or time, if any.*

5. *Statement that the executed agreement of merger or consolidation is on file at the principal place of business of the surviving or resulting statutory trust or other business entity, setting forth the address thereof.*

6. *Statement that a copy of the agreement will be provided by the surviving entity upon request and without cost to any beneficial owner of any statutory trust or any person holding an interest in any other business entity.*

7. *If surviving entity is not a Delaware statutory trust or other Delaware business entity, a statement appointing the Secretary of State as agent to accept service of process and a mailing address therefor.*

8. *Execution. (Section 3811).*

Section 3815(e) *Certificate of Agreement of Merger*

1. *Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation. Please refer to Section 3815 1-8 listed above for filing requirements.*

PLEASE NOTE: *A Certificate of Merger shall act as a Certificate of Cancellation for a statutory trust that is not the surviving or resulting entity.*

A Certificate of Merger or an Agreement of Merger for a Statutory Trust may contain provisions to amend the name or registered agent of the surviving entity.

08/01/12

SECTION 3820 (c) *Conversion of Certain Entities to a Statutory Trust*

1. *Date on which and jurisdiction where the other entity was first created, formed, or otherwise came into being and, if it has changed, its jurisdiction immediately prior to its conversion to a domestic statutory trust.*

2. *Name and type of entity of the other entity immediately prior to the filing of the certificate of conversion to statutory trust.*

3. *Name of the statutory trust as set forth in its Certificate of Trust.**

4. *Future effective date or time of the conversion to a statutory trust, if not effective upon filing.*

5. *Execution. (Section 3811).*

**Said Certificate of Trust must be filed simultaneously with Certificate of Conversion, and in accordance with Section 3810.*

08/01/12

SECTION 3821 *Certificate of Conversion of a Statutory Trust to a Non-Delaware Entity*

1. *Name of the statutory trust and, if it has been changed, the name under which its certificate of trust was originally filed.*

2. *Date of filing of its original certificate of trust.*

3. *Jurisdiction in which the other business entity, to which the statutory trust shall be converted, is organized, formed or created.*

4. *Future effective date or time of the conversion, if not effective upon filing.*

5. *A statement that the conversion has been approved in accordance with Section 3821.*

6. *Appointment of Secretary of State to accept service of process.*

7. *Address to which a copy of the process shall be mailed by the Secretary of State.*

8. *Execution. (3811).*

A CERTIFIED COPY OF THE CONVERSION MUST BE ISSUED AT THE TIME OF FILING.

08/01/06

Section 3823 *Transfer or Continuance of Domestic Statutory Trust*

1. *The name of the statutory trust and, if it has been changed, the name under which its certificate of trust was originally filed.*

2. *The date of the filing of its original certificate of trust with the Secretary of State.*

3. *The jurisdiction to which the statutory trust shall be transferred or in which it shall be domesticated.*

4. *The future effective date or time of the transfer or domestication to the jurisdiction specified in 3 listed above if it is not to be effective upon filing.*

5. *Statement that the transfer or domestication or continuance of the statutory trust has been approved in accordance with the provisions of section 3823.*

6. *In the case of a transfer, (i) statement that the existence of the statutory trust as a statutory trust of the State of Delaware shall cease when the certificate of transfer becomes effective and (ii) the appointment of Secretary of State to accept service of process and mailing address therefor. The address for service of process may not be that of the statutory trust's registered agent without written consent of such registered agent. The consent must be filed with the certificate of transfer.*

7. *In the case of a transfer and continuance, statement that the statutory trust will continue to exist as a statutory trust company of the State of Delaware after the certificate of transfer and continuance becomes effective.*

8. *Execution. (Section 3811).*

08/01/12

SECTION 3852 *Registration of a Foreign Statutory Trust*

1. *Name of the foreign statutory trust, and, if different, the name it will use in Delaware.*

   (a) *May register under any name (whether or not it is the name under which it is registered in the jurisdiction of its formation) that could be registered by a domestic statutory trust.*

   (b) *Must be distinguishable from the name of any domestic or foreign corporation, partnership, statutory trust, limited liability company, or limited partnership reserved, registered, formed or organized under the laws of the State of Delaware with the written consent of the other domestic or foreign corporation, partnership, statutory trust, limited liability company or limited partnership.*

2. *The jurisdiction of organization, date of its formation, statement from a trustee or other authorized person that it was validly existing at time of filing.*

3. *Business or purposes to be conducted in Delaware.*

4. *Address of Registered Office and name of the Registered Agent at that address.*

5. *Statement that Secretary of State is appointed to accept service of process under the circumstances set forth in §3860(b).*

6. *Date on which the foreign statutory trust first did or plans to do business in Delaware.*

7. *Execution. (Section 3852 by a trustee or other authorized person{s}).*

8. *Certificate issued by authorized officer from the jurisdiction of its formation evidencing its existence – must be dated within six months prior to the filing date of the registration. If it is in a foreign language then a translation must be attached*

08/01/10

Section 3854(c) *Foreign Change of Name/Address of Registered Agent*

1. *Statement that change of name/address is for all foreign statutory trusts represented by said agent.*

2. *Old name/address of agent.*

3. *New name/address of agent and date of effectiveness.*

4. *Execution. (Section 3854 by individual agent or by authorized officer of registered agent company).*

Section 3854(d) *Foreign Resignation of Registered Agent Coupled with Appointment of Successor*

1. *Name of foreign statutory trust(s).*

2. *Name of old registered agent and statement of resignation.*

3. *Name of new registered agent and address.*

4. *Attach statement executed by each affected foreign statutory trust ratifying change.*

5. *Execution. (Section 3854 by individual agent or by authorized officer of registered agent company).*

Section 3854(e) *Foreign Resignation of Registered Agent without Appointment of Successor*

1. *Name of foreign statutory trust(s).*

2. *Statement that written notice of resignation was given to each affected foreign statutory trust at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the foreign statutory trust at its address last known to the registered agent and set forth the date of such notice.*

3. *Execution. (Section 3854 by individual agent or by authorized officer of registered agent company).*

08/01/02

Section 3855 *Amendments to Application of Foreign Statutory Trust*

1. Name of Statutory Trust.

2. Certificate of Amendment must be filed when any statements in the application were false or when any facts contained in the application have changed.

3. Execution. (Section 3855 by a trustee or other authorized person{s}).

Section 3856 *Cancellation of Foreign Registration*

1. Name of Foreign Statutory Trust.

2. Statement of cancellation in the form of Certificate of Cancellation.

3. Execution. (Section 3856 by a trustee or other authorized person{s})

08/27/98

Section 3857(d) *Failure to Register Foreign Statutory Trust*

Any foreign statutory trust doing business in this State without first having registered shall immediately do the following:

1. File the Registration of Foreign Statutory Trust with proper filing fee,

2. Pay a fine of $200 for each year or part thereof during which the foreign statutory trust did business in the State of Delaware and failed to register.

08/01/06

1910 (b) *Appointment of Agent to Receive Service of Process*

1. Name of the non-profit association.

*2. Street address of the non-profit association in this State. If not in this State, the address out of State. (Please note that they **must** list the address of the non-profit association and not a registered agent's address)*

3. Name and street address of person to receive service of process.

4. Execution. (Section 1910 by authorized person and also signed by the person appointed as agent).

1910(e) *Amendment to Appointment*

1. Name of the non-profit association.

2. Name and street address of new person to receive service of process.

3. Execution. (Section 1910 by authorized person and also signed by the person appointed as agent).

1910(c) *Resignation to Appointment*

1. Name of the non-profit association.

2. Statement that agent of the non-profit association is resigning.

4. Execution. (Section 1910 by resigning agent).

6/15/05

STATE OF DELAWARE
DIVISION OF CORPORATIONS
ADMINISTRATIVE REQUIREMENTS FOR FILING OF A REDOMESTICATION OF AN INSURANCE COMPANY

Documents required for filing:

A. Certificate of Domestication in accordance with section 4946, Chapter 49, Title 18.

B. Certificate of Incorporation in accordance with section 4946, Chapter 49, Title 18.

C. Restated Certificate of Incorporation in accordance with sections 242 and 245,Chapter 1, Title 8.

The Certificate of Domestication must include the following:

A. The current name of the corporation and the name set forth in the attached Certificate of Incorporation.

B. The original state of incorporation.

C. The date of incorporation.

D. A statement indicating the state of its principal place of business.

E. A statement indicating its intention to redomesticate in Delaware as a Delaware domiciled insurance corporation.

F. A statement that the proposed transfer of domicile and redomestication has been approved by both states.

G. A statement it will formalize the redomestication by filing in Delaware the Certificate of Domestication and an attached Certificate of Incorporation as amended in the original state with necessary or appropriate provisions for a Delaware corporation.

H. The certificate must be executed by an authorized officer of the corporation.

The Certificate of Incorporation must contain the following:

A. The name of the corporation, original state of incorporation, and original date of incorporation.

B. The text of the original Certificate of Incorporation as amended with a provision indicating the name and address of the registered agent in Delaware.

C. A provision for the name and address of the incorporator who will execute the Certificate of Incorporation.

(Continued on page 145)

(Continued from page 144)

The Restated Certificate of Incorporation must include the following:

A. Must have "restated" in heading (the inclusion of "amended and" is acceptable).

B. Name of corporation, date of incorporation in Delaware, and original name if different.

C. Statement that the Certificate of Incorporation is being amended.

D. Registered agent and registered office.

E. Purpose.

F. Authorized stock.

G. Execution by an authorized officer.

Certification for Certificate of Domestication:

I, ("NAME OF CURRENT SECRETARY OF STATE"), SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF NONDELAWARE INSURANCE CORPORATION OF ("NAME OF CORPORATION") FILED IN THIS OFFICE THE (DATE OF FILING), A.D. 1995, AT (TIME OF FILING).

Certification for Certificate of Incorporation:

I, ("NAME OF CURRENT SECRETARY OF STATE"), SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION INCLUDING THE PROVISIONS OF THE ORIGINAL CERTIFICATE OF INCORPORATION OF THE STATE OF (NAME OF ORIGINAL STATE) OF ("NAME OF CORPORATION"), FILED IN THIS OFFICE THE (DATE OF FILING), A.D. 1995, AT (TIME OF DAY).

Certification for Restated Certificate of Incorporation:

I, ("NAME OF CURRENT SECRETARY OF STATE"), SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF INCORPORATION OF ("NAME OF CORPORATION"), FILED IN THIS OFFICE THE (DATE OF FILING), A.D. 1995, AT (TIME OF FILING).

TITLE 6, CHAPTER 33
Delaware Trademark

Section 3304 *Registration of Service Mark/Trademark*

MUST HAVE:

1. *Application with all areas completed (form provided by State not required to be used).*

2. *Payment in the amount of $35.00.*

3. *Two (2) specimens/facsimiles of the mark.*

APPLICATION:

1. *Name of applicant. Either individual(s) or business entity.*

2. *Business address (address of applicant).*

3. *Indicate type of applicant.*

4. *If applicant is a corporation, set forth State of Incorporation. (If applicant is a Delaware corporation, must check DCIS for correct name and good standing status. If Delaware corporation is not in good standing; application can not be filed. Status of Delaware corporation will have to be renewed etc. first)*

5. *(a.) Must indicate if application is for a trademark or service mark (can underline, circle or write word in).* ***Must include written description of mark*** *exactly as applicant wants it filed. Not acceptable to just refer to attached specimens.*

   (b.) Set forth goods or services associated with the mark.

   (c.) Set forth mode/manner in which mark is used.

   (d.) Set forth the class number and class name. Class number must correspond with type of mark being filed; only Trademark classes can be used for Trademarks and Service Mark classes for Service Marks.

6. *Dates of first use* ***must*** *be completed, Delaware law requires the mark to be* ***used in Delaware on or before date application is filed.*** *If Section (a), date of first use anywhere, is left blank or indicates "N/A" we will accept and consider the date first used in Delaware as that date for entering on the computer.*

EXECUTION:

Registration application must be signed as follows:

1. *If an individual, by that person with name (typed or legibly printed) below signature.*

2. *If on behalf of an entity (partnership, corporation, union or association), by a person so authorized to sign, identifying their name (typed or legibly printed) below signature and their official capacity.*

07/31/97

Section 3306 *Renewal*

MUST HAVE:

1. *Renewal application with all areas completed (form provided by State not required to be used).*

2. *Payment in the amount of $35.00.*

3. *Two (2) specimens/facsimiles of the mark.*

APPLICATION:

1. *Name of applicant as it appeared on original registration.*
   a. *If applicant name different, must determine if ownership of mark has changed or only name of owner/applicant has changed.*

   b. *If ownership of mark has changed an Assignment* ***must*** *be filed prior to renewal.*

   c. *If original owner has changed name due to a document filing (amendment, etc.), they* ***must*** *provide a copy of such document as evidence to be placed in the file.*

2. *Business address. May be different than address set forth in original application.* ***NOTE:*** *Must be able to determine that this is same applicant and only address has changed.*

3. *State of Incorporation. Must be the same as original registration.* ***NOTE:*** *If State is different ownership of mark should be questioned.*

4. *Article 4, name/description of mark, class of goods/services number and name, must be* ***identical*** *to information as listed in original registration.* ***NO EXCEPTIONS, NO ADDITIONS, NO CHANGES!***
   Article 4(b) must list the original registration (file) date in Delaware.

EXECUTION:

Renewal application must be signed as follows:

1. *If an individual, by that person with name (typed or legibly printed) below signature.*

2. *If on behalf of an entity (partnership, corporation, union or association), by a person so authorized to sign, identifying their name (typed or legibly printed) below signature and their official capacity.*

07/31/97

Section 3307 *Assignment*

An assignment of Trademark/Service Mark ***must be filed*** *any time the applicant/ownership of registered trademark or service mark is changed. It is often necessary to discuss with the client in detail the events that have taken place and have caused the name of the applicant to change. It is very important to make the determination as to whether the name of the entity has simply changed due to a document filing, a merger has taken place wherein the original applicant survived but has changed it's name, a merger has taken place wherein the original applicant did not survive etc.* ***NOTE:*** *Clients often do not want to file assignments or do not think they are warranted especially if many years have passed since the last document was filed. The assignments still have to be filed!*

Forms are provided by the State but are not required to be used as long as all required information is in the document submitted.

CONTENT:

Document must contain:

1. *Assignor: The name and address of the current owner (applicant) as listed on our records. Address may be different and is acceptable.*

2. *Assignee: The name and address of the party to which the mark is being assigned, sold, etc.*

3. *The statement that sets forth the name of the current owner and states that they are the owner of the mark, the exact name of the mark as filed, and the date of the original registration in Delaware.*

4. *The statement that the current owner (state name) has agreed to assign, transfer, and convey all its assets, including the good will of its business, the stock in trade thereof, and its trademarks and the registration thereof to said new owner (state name).*

5. *The statement that the current owner (state name) has assigned, transferred, and conveyed unto the new owner (state name), it successors and assigns forever, the entire right, title and interest in and to the trademark/service mark (state name of mark) together with the goodwill of the business pertaining thereto, and registration thereof, and all rights under the said trademark/service mark, including but not limited to all profits and damages recoverable at law or in equity or otherwise past infringement.*

EXECUTION:

The assignment must be signed by the assignor, who is the person transferring or selling the mark and is the current owner. The execution must include the signature, typed or printed name, and the person's official capacity (i.e. if individual, owner; if an entity, the office held, etc.).

07/31/97

Section 7704 *Certificate of Agreement*

1. *Name of the business filing the certificate.*

2. *Address of such business at which it shall be given notice of any dispute (which shall include the street, number, city and state).*

3. *Statement of agreement of such business that by filing the certificate if is bound to follow the provisions of Chapter 77, Title 6, of the Delaware Code and submits to the power of any court with jurisdiction over it to require it to participate in ADR with any other person who invokes the provision of Chapter 77 for any dispute subject to ADR.*

4. *Execution. (Section 7705).*

Section 7707 *Certificate of Revocation*

1. *Name of business filing the revocation.*

2. *Statement that it revokes previously filed certificate.*

3. *Execution. (Section 7705).*

08/01/06

Section 1407(a) *Certificate of Acceptance*

1. Name of corporation.

2. Statement that the provisions of Section 1402 through 1406, inclusive, of this chapter have been complied with as of the date of such certificate.

3. Future effective date or time of effectiveness, if not effective upon filing.

4. Any other information the workers cooperative desires to include therein.

5. Execution. (Section 1408 by an authorized officer of the workers cooperative).

Section 1407(b) *Certificate of Amendment to Acceptance*

1. Name of the workers cooperative.

2. Set forth amendment to certificate.

3. Future effective date or time of effectiveness, if not effective upon filing.

4. Execution. (Section 1408 by an authorized officer of the workers cooperative).

Section 1407(c) *Restated Certificate of Acceptance*

1. Must have "restated" in heading (the inclusion of "amended and" is acceptable).

2. Present name of workers cooperative, and original name if different.

3. Date of filing of original acceptance.

4. All provisions required by 1407(a).

5. Any other information the workers cooperative desires to include therein.

6. Execution. (Section 1408 by an authorized officer of the workers cooperative).

PLEASE NOTE: *A restated that amends may be filed any time after the original Certificate of Acceptance has been filed; however, a restated that does not amend can only be filed if there is at least one amendment on file.*

Section 1407(d) *Cancellation of Acceptance*

1. *Name of the workers cooperative.*

2. *Date of filing of its certificate of acceptance.*

3. *Future effective date or time of effectiveness, if not effective upon filing.*

4 *Any other information the workers cooperative desires to include therein.*

5. *Execution. (Section 1408 by an authorized officer of the workers certificate).*

Section 1407(e) *Certificate of Correction*

1. *Name of the workers cooperative*

2. *Statement describing inaccuracy or defect.*

3. *Set forth corrected portion.*

4. *Execution. (Section 1408 by an authorized officer of the workers certificate).*

Section 1407(e) *Corrected Certificate*

1. *Heading must state Corrected Certificate.*

2. *Name of the workers cooperative.*

3. *Statement describing inaccuracy or defect.*

4. *Set forth entire document in corrected form.*

5. *Execution. (Section 1408 by an authorized officer of the workers certificate).*

PLEASE NOTE: *Execution date should be date of correction, not date of original document being corrected.*

07/31/97

Section 2405 *Registration*

1. Name and address of the credit services organization.

2. Name and address of any person who directly or indirectly owns or controls 10 percent or more of the outstanding shares of stock in the credit services organization.

3. Must also contain either:
a. A full and complete disclosure of any litigation or unresolved complaint filed with a governmental authority of this State relating to the operation of the credit services organization; or
b. A notarized statement that states there has been no litigation or unresolved complaint filed with a governmental authority of this State relating to the operation of the credit services organization.

4. The name and address of the credit services organization's agent in the State authorized to receive service of process.

5. If a bond is required for the credit services organization then a copy of the bond shall be attached.

6. If a surety account is established, a notarized or otherwise official notification of the deposit by the depository institution shall be attached. Notification shall include the name of the financial institution, name of the credit services organization, account number and verification that the account is established in accordance with the terms set forth in subsection (c) of § 2404.

7. Execution. (Authorized officer/person of the credit services organization)

08/1/10

Section 729 *Articles of Organization*

1. *A true copy of the articles of association.*

2. *Name of the subscriber(s).*

3. *Name, residence, and post-office address of each of the officers of the corporation.*

4. *Date of the first meeting and the successive adjournments thereof, if any.*

5. *Execution. (Section 728 by president, majority of directors, State Bank Commissioner, and must be notarized).*

PLEASE NOTE: *Articles of Association are filed with the Articles of Organization*.*

After filing the articles of organization, a certificate of incorporation shall be issued by the Division of Corporations.

Section 723 *Articles of Association**

1. *Name of corporation.*

2. *Purpose.*

3. *City or town where its place of business will be located.*

4. *Amount of capital stock, and number of shares into which it will be divided.*

5. *Number of its directors, which shall not be less than five (5).*

6. *Whether or not the corporation is to have perpetual existence, and if not the time when its existence is to cease.*

7. *Whether the private property of the stockholders shall be subject to the payment of corporate debts, and if so, to what extent.*

8. *Each incorporators name, residence, post-office address and the number of shares of stock which they agree to take.*

9. *Execution. (Section 723 by Incorporators, State Bank Commissioner, and must be notarized).*

**See page 154 for additional information regarding office procedures for filing Banks.*

OFFICE PROCEDURES FOR FILING BANKS

In DCIS:

1. *File the document as an 0102O. You must create an agent number using the name of the bank and the address of their sole place of business in Delaware. Be sure to include the certificate of incorporation that we type in the number of pages of the document.*

After filing the document in DCIS:

1. *Type the special Certificate of Incorporation on original signature paper signed by the Secretary of State and attach Great Seal. Wording for Certificate is saved on User Shares U:\ drive, Chapter 7 is saved under Corporations/General/BANKINC. Please type certificates under these document names in case there are any mistakes so they can be easily fixed.*

2. *Certify the certificate of incorporation and the articles of organization and have both the certificate and the certification page scanned onto the system with the articles of organization/association in the following order: 1) Articles of organization/association; 2) Certification page of incorporation; and, 3) Certificate of incorporation*

3. *The original certified certificate of incorporation and certified copy of articles of organization (if requested) are released to the client. Only one original certificate of incorporation is typed under great seal, all others client requests are copies only.*

4. *Only the articles of organization are stamp filed in workflow. Do not send it through print packaging until the certified certificate of incorporation has been scanned onto workflow.*

Certification:

When certifying this document after the initial filing use the following codes:
8100 for a certified copy of the Certificate of Incorporation
8104 for a certified copy of the Articles of Organization

PLEASE NOTE: *The Division of Corporations is not responsible for filing a Bank's articles of organization with the Recorder of Deeds office, this is the responsibility of the client. This is due to the fact that Bank's are filed under Title 5.*

**See page 155 for wording on Certificate of Incorporation we issue and wording of certification.*

10/29/98

Chapter 7 certificate

FORM OF CERTIFICATE OF INCORPORATION
ISSUED BY SECRETARY OF STATE FOR BANKS:

STATE OF DELAWARE

BE IT KNOWN that whereas (the name(s) of the incorporator(s)) have associated themselves with the intention of forming a corporation under the name of (the name of the corporation), for the purpose (the purpose declared in the articles of association), with a capital stock of (the amount fixed in the articles of association), and having its place of business in (the city or town where its place of business will be located) and have complied with the statutes of this State in such case made and provided, as appears from the articles of organization of the corporation, duly approved by the State Bank Commissioner and on file in this office, now therefore, I (the name of the Secretary of State), Secretary of State of Delaware, do hereby certify that (the name(s) of the incorporator(s)), their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of (name of the corporation), with the powers, rights and privileges, and subject to the limitations, duties and restrictions which by law appertain thereto.

Witness my official signature hereunto subscribed, and the Great Seal of the State of Delaware hereunto affixed, this (day) day of (month) in the year (year), (the date of the filing of the articles of organization).

FORM OF CERTIFICATION:

I, (name of Secretary of State), SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "(name of corporation)", ISSUED BY THIS OFFICE ON THE (day) DAY OF (month), A.D. (year), AT (time) O'CLOCK P.M.

04/14/98