



Telephone: 877.767.3453

[OhioSoS.gov](http://OhioSoS.gov) | [business@OhioSoS.gov](mailto:business@OhioSoS.gov)

File online or for more information: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

## Filing Form Cover Letter

Please return the approval certificate to:

Name *(Individual or Business Name)*:

To the Attention of *(if necessary)*:

Address:

City:

State

ZIP Code:

Phone Number:

E-mail Address:

- Check here if you would like to receive important notices via email from the Ohio Secretary of State's office regarding Business Services.
- Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via email when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



Telephone: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Certificate of Merger

To be used when at least one constituent entity is an Ohio entity.

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

[Empty text box for Name of Entity Surviving the Merger]

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty text box for Name Change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

- 1. [ ] Domestic (Ohio entity) [ ] Foreign (Non-Ohio Entity)

[Empty text box for Jurisdiction of formation]

Jurisdiction of formation

2. Charter/Registration/License Number

[Empty text box for Charter/Registration/License Number]

(If licensed in Ohio as domestic or foreign)

- 3. [ ] For-Profit Corporation
[ ] Nonprofit Corporation
[ ] Limited Liability Company
[ ] Partnership
[ ] Limited Partnership
[ ] Limited Liability Partnership
[ ] Unincorporated Nonprofit Association

**II. CONSTITUENT ENTITY**

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Name

Mailing Address

City

State

Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on  (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATEMENT OF MERGER**

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.**

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

**VIII. AMENDMENTS**

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

**If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.**

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

**X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY**

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 617

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Name of entity

**By:**

Signature

**Its:**

Title

Name of entity

**By:**

Signature

**Its:**

Title

Name of entity

**By:**

Signature

**Its:**

Title

**An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.712(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.**

Complete the information in this section.

**AFFIDAVIT**

In lieu of dissolution releases from various governmental authorities.

[Empty box for Name of Corporation]

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

<p><b>Agency</b> Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215</p> <p><b>Date Notified</b> (MM/DD/YYYY) [Empty box]</p> <p><small>* Only required for domestic for-profit corporations</small></p>	<p><b>Agency</b> Ohio Job &amp; Family Services Status and Liability Section Data Correspondence Control <b>Fax:</b> 614-752-4811 <b>Phone:</b> 614-466-2319</p> <p><b>Overnight Address:</b> P.O. Box 182413 Columbus, OH 43218-2413</p> <p><b>Regular Address:</b> P.O. Box 182413 Columbus, OH 43218-2413</p>
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<p><b>Agency</b> Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us</p> <p><b>Date Notified</b> (MM/DD/YYYY) [Empty box]</p> <p><small>* Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. * <b>Note:</b> Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.</small></p>	<p><input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.</p>
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**Note:** This affidavit must be signed by the person executing the certificate or by an officer of the corporation.

Signature [Empty box] Title [Empty box]

[Empty box]  
Name

[Empty box]  
Mailing Address

[Empty box] City [Empty box] State [Dropdown] [Empty box] ZIP Code

State of [Dropdown]

County of [Empty box]

Sworn to or affirmed and subscribed before me by [Empty box]  
*Name of person making oath or affirmation*

NOTARY SEAL

on this date [Empty box]  
*Today's Date (MM/DD/YYYY)*

*Notary Public's Signature*

[Empty box]  
*Expiration Date of Notary's Commission (MM/DD/YYYY)*

# AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

Has no personal property in any county in Ohio

Is the type required to pay personal property taxes to state authorities only

Has personal property in the following county (ies)

County

County

County

Signature

Title

Sworn to or affirmed and subscribed before me by

*Name of person making oath or affirmation*

on this date

*Today's Date (MM/DD/YYYY)*

NOTARY SEAL

*Notary Public's Signature*

*Expiration Date of Notary's Commission (MM/DD/YYYY)*

## Instructions for Certificate of Merger

This form should be used to file a certificate of merger following the adoption of an agreement of merger.

### Surviving Entity Information

Please provide the following information for the “surviving entity” (the entity that remains active following the merger): (1) entity name; (2) a new name if the surviving entity’s name changed as a result of the merger; (3) entity type (for e.g., whether the surviving entity is a corporation, limited liability company, etc.); (4) charter/registration/license number (if any); and (5) jurisdiction of formation (foreign entities only).

### Constituent Entity Information

Please provide the following information for the “constituent entities”: (1) entity name; (2) entity type; (3) charter/registration/license number (as appropriate); and (4) jurisdiction of formation (foreign entities only).

### Address for Merger Agreement Requests

Pursuant to Ohio Revised Code §§1701.81, 1702.43, 1776.70 and 1782.433 (as applicable), a mailing address is required for the person or entity that is to provide, in response to any written request made by a shareholder, partner, or other equity holder of a constituent entity, a copy of the agreement of merger.

### Effective Date of Merger

Please provide the effective date of the merger. The date may be **on or after** the date of filing the certificate of merger. If a date is not provided or the date provided is prior to the date of filing, our office will assign the date of filing as the effective date.

### Statements Required By Law

Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1706.712, 1766.70 and 1782.433 (as applicable), by submitting the certificate of merger through an authorized representative, each constituent entity states the following: (1) the constituent entity will merge with one or more constituent entities into a specified surviving entity; (2) the constituent entity has complied with all of the laws under which it exists; (3) the laws under which the constituent entity exists permit the merger; (4) the merger is authorized on behalf of the constituent entity; and (5) the authorized representative is authorized to sign the certificate of merger on behalf of the constituent entity.

### Appointment of Statutory Agent for Foreign, Unlicensed Surviving Entity

This section must be completed if the surviving entity is a foreign entity not licensed to transact business in Ohio, please provide the name and address of the statutory agent upon whom any process, notice, or demand may be served. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio.



## **Amendments**

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization or certificate of limited partnership of the surviving entity shall be filed with the certificate of merger. Please check the appropriate box to indicate whether amendments are attached to the certificate of merger.

## **Requirements of Corporations (Domestic or Foreign) Merging Out of Existence**

If a foreign or domestic corporation licensed in Ohio is a constituent entity in the merger and the surviving entity is not a foreign or domestic corporation to be licensed in Ohio, Ohio Revised Code §§1701.81 requires that additional information be submitted with the certificate.

A domestic corporation must provide the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §§1701.86(H). A foreign corporation must submit the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §§1703.17 (C) or (D).

The required affidavits are attached to this form for your convenience.

## **Qualifying Foreign Entities Additional Filing Requirements**

All surviving foreign entities that are qualifying to do business in Ohio must attach the appropriate formation document to this form. The filing fee for that form is not required. The appropriate forms are listed below

Foreign Qualifying Corporation Form 530A or B

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association)  
Form 552

Foreign Qualifying Limited Liability Company Form 617

Foreign Qualifying Limited Partnership Form 531B

Foreign Qualifying Limited Liability Partnership Form 537

## **Additional Provisions**

If the space provided on this form is insufficient, please submit any additional information on single-sided, 8 ½ x 11 sheet(s) of paper.

## **Signature(s)**

After completing all information on the filing form, please make sure that the form is signed by the representatives authorized to sign the certificate on behalf of each constituent entity. Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1706.712, 1776.70 and 1782.433 (as applicable), please provide the office held or the capacity in which the representative is acting by signing the certificate merger. Constituent entities are defined as those entities existing prior to the merger and the surviving entity.

**\*\*Note: Our office cannot file or record a document that contains a social security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.**