

## **Secretary of the Sate of Connecticut**

Phone: 860-509-6003 Website: business.ct.gov Email: bsd@ct.gov

## Certificate of Merger - Cross Entity Transaction Pursuant to C.G.S. Sec. 34-615

(see C.G.S. Sec. 34-608 for excluded entities) Use ink. Print or type. Attach 8 1/2" X 11" sheets if necessary.

| Filing Party (Confirmation will be sent to this address):   |  |  |  |  |  |  |
|---|--|--|--|--|--|--|
| Name:   | Filing Fee: \$60   |  |  |  |  |  |
| Address:  | If the surviving entity is created by<br>the merger and is a domestic filing<br>entity, must include the organic<br>document fee |  |  |  |  |  |
| City:   | Maka ahaaka waxabla ta   |  |  |  |  |  |
| State: Zip Code:  | Make checks payable to<br>"Secretary of the State"   |  |  |  |  |  |
| Email:  | •  |  |  |  |  |  |
| Telephone Number:   |  |  |  |  |  |  |
| 1. Name of the merging entity (Required - Must include business designation (e.g., LLC, L.L.C., Corp., Co., etc.)):   |  |  |  |  |  |  |
| Jurisdiction and type of the merging entity:  |  |  |  |  |  |  |
| State   |  |  |  |  |  |  |
| Country   |  |  |  |  |  |  |
| Entity Type   |  |  |  |  |  |  |
|   |  |  |  |  |  |  |
| For additional merging entities check box below and attach a l additional entities setting forth the name, jurisdiction and entity  |  |  |  |  |  |  |
| For additional merging entities check box below and attach a l  |  |  |  |  |  |  |
| For additional merging entities check box below and attach a l<br>additional entities setting forth the name, jurisdiction and entity   | type for each.   |  |  |  |  |  |
| For additional merging entities check box below and attach a landditional entities setting forth the name, jurisdiction and entity.  Check box for attachment  2. Name of the surviving entity (Required - Must include business designation (e.g., LLC, L.L.C.)  | type for each.   |  |  |  |  |  |
| For additional merging entities check box below and attach a l additional entities setting forth the name, jurisdiction and entity  Check box for attachment  | type for each.   |  |  |  |  |  |
| For additional merging entities check box below and attach a landditional entities setting forth the name, jurisdiction and entity.  Check box for attachment  2. Name of the surviving entity (Required - Must include business designation (e.g., LLC, L.L.C.)  | type for each.   |  |  |  |  |  |
| For additional merging entities check box below and attach a landditional entities setting forth the name, jurisdiction and entity  Check box for attachment  2. Name of the surviving entity (Required - Must include business designation (e.g., LLC, L.L.C.)  Jurisdiction and type of the surviving entity      | type for each.   |  |  |  |  |  |
| For additional merging entities check box below and attach a ladditional entities setting forth the name, jurisdiction and entity  Check box for attachment  2. Name of the surviving entity (Required - Must include business designation (e.g., LLC, L.L.C)  Jurisdiction and type of the surviving entity  State | type for each.   |  |  |  |  |  |

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| 3. The merger was approved by each domestic merging entity, if any, in accordance with Chapter 616 Part II, and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of organization.                          |  |              |                |           |  |
|--|--|--------------|----------------|-----------|--|
| 4. Effective date of the merger - If not effective upon filing - Cannot be prior to or more than 90 days after the filing date.  |  |              |                |           |  |
| Date (   | mm/dd/yyyy):   | 1 1          |                |           |  |
| 5. If applicable check either box A, B or C - Only check one.  |  |              |                |           |  |
| A. If the surviving entity exist before the merger and is a domestic filing entity, any amendments to its public organic document approved as part of the plan of merger. (Attach the text of each amendment including any name change.)         |  |              |                |           |  |
| B.   | <b>B.</b> If the surviving entity is created by the merger and is a domestic filing entity, its public organic document, as an attachment - Attach formation document. |              |                |           |  |
| C. If the surviving entity is a foreign entity that is not a qualified foreign entity, a mailing address to which the Secretary of the State may send any process served on the Secretary of State pursuant to subsection (e) of section 34-616: |  |              |                |           |  |
| Addraga  |  |              |                |           |  |
| Address:   |  |              |                |           |  |
| City:  |  |              |                |           |  |
| State: Zip Code:   |  |              |                |           |  |
| 6. Execution / Signature (Required - Subject to penalties of false statement): Authorized individual from each party to the merger must execute.   |  |              |                |           |  |
| Date (mm/dd/yyyy)://   |  |              |                |           |  |
| Merging Entity Execution:  |  |              |                |           |  |
| Eı   | ntity Name   | Printed Name | Title/Capacity | Signature |  |
|  |  |              |                |           |  |
|  |  |              |                |           |  |
|  |  |              |                |           |  |
|  |  |              |                |           |  |
|  |  |              |                |           |  |
| Surviving Entity Execution:  |  |              |                |           |  |
|  | Entity Name  | Printed Name | Title/Capacity | Signature |  |
| E  | Entity Name  | Printed Name | Title/Capacity | Signature |  |

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## Instructions (All required sections must be completed): C.G.S. Sec. 34-615

See Connecticut General Statutes chapter 616 part II ("Merger"). See C.G.S. Sec. 34-608 for excluded entities.

The fee to file this merger is \$60; If the surviving entity is created by the merger and is a Connecticut domestic filing entity, the public organic document fee must be included as well. (Example: If survivor is a new domestic LLC include also the \$120 Certificate of Organization fee)

- 1. Provide: a) The name of the merging entities exactly as it is currently on record in its state of formation, b) the state/jurisdiction under which the entities were formed and c) the entity legal structure (e.g. "stock corporation", "limited liability company", etc.) of the merging entities
  - "Merging entity" means an entity that is a party to a merger and exists immediately before the merger becomes effective.
- 2. Provide: a) The name of the surviving entity who is to be the survivor of the merger, b) the surviving entity's state/jurisdiction under which the entity is to be formed under and c) the surviving entity's legal structure (e.g. "stock corporation", "limited liability company", etc.)
  - "Surviving entity" means the entity that continues in existence after a merger or that is created by a merger.
- 3. Approval Statement.
- **4.** If the certificate of merger will be effective upon filing, leave blank; otherwise provide a future effective date (mm/dd/yyyy) which cannot be greater than 90 days from the filing date. (Note: Future effective date cannot be a date prior to when the filing is received by this office)
- 5. Check box "A" If the surviving entity exist before the merger and is a domestic filing entity, any amendments to its public organic document approved as part of the plan of merger or, check box "B" if the surviving entity is created by the merger and is a domestic filing entity, its public organic document, as an attachment (e.g. "Certificate of Incorporation", "Certificate of Organization, etc.) or, check box "C" if the surviving entity is foreign entity that is not a qualified entity, provide a mailing address to which the Secretary of the State may send any process served, pursuant toe C.G.S. Sec. 34-616(e).
- **6.** Execution: The form must be signed on behalf of all merging entities; provide the date upon which this document is being singed, the name of the entities party to the merger, the printed names and titles of the signers and their signatures.

Mailing Address: Business Services division P.O. Box 150470 Hartford, CT 06115-0470

Delivery Address: Business Services Division 165 Capitol Avenue, Suite 1000 Hartford, CT 06106

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Website: business.ct.gov