CERTIFICATE
OF
MERGER OR CONSOLIDATION

TO: OKLAHOMA SECRETARY OF STATE
421 NW 13th St, Suite #210
Oklahoma City, OK 73103
(405) 522-2520

SPECIAL INSTRUCTIONS:

- Use this form **ONLY** when one or more corporations, incorporated under the laws of a jurisdiction other than Oklahoma merge or consolidate with one or more Oklahoma corporations and the **surviving** or resulting corporation is an **OKLAHOMA** corporation.

FILING FEE:

- The **filing fee** is **$100.00**. **IF** the total authorized capital of the surviving or resulting corporation **is increased** in excess of Fifty Thousand Dollars ($50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) or $1.00 per $1,000.00 of such increase.

- **IF** the surviving or resulting corporation is a **NOT FOR PROFIT** corporation, the **filing fee** shall be **$25.00**.

A. The Agreement of Merger or Consolidation, **ATTACHED HERETO**, has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, and, in the case of an Oklahoma corporation, in the same manner pursuant to Title 18, Section 1081 of the Oklahoma Statutes.

OR

B. **In lieu of filing** an executed agreement of merger or consolidation, the surviving or resulting corporation hereby certifies the following:

1. Name **and** state of incorporation of each of the constituent corporations:
   - The name **and** state of the surviving or resulting corporation **must** be included.

NAME OF CORPORATION	STATE OF INCORPORATION

2. An agreement of ☐ **merger** or ☐ **consolidation** **(check one)** has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 18, Section _____ of the Oklahoma General Corporation Act. In the case of each **foreign corporation**, the agreement shall be adopted, approved, executed and acknowledged in accordance with the laws under which it is organized.

3. Name of the surviving or resulting corporation:

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4. Check the statement applicable to the merger or consolidation:

   ☐ No amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

   ☐ **Any amendments** or changes in the certificate of incorporation of the surviving corporation as are desired to be effected by the terms of the merger are set out in an **ATTACHMENT HERETO**.

   ☐ The certificate of incorporation of the corporation resulting from the **consolidation** is set forth in an **ATTACHMENT HERETO**.

5. Executed agreement of merger or consolidation is on file at the **principal place of business** of the surviving corporation at the following address:

Address **City** **State** **Zip Code**

6. A copy of the agreement of merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. **Authorized capital stock** of each constituent corporation which is **not** a corporation of this state:

NAME OF CORPORATION	NUMBER OF AUTHORIZED SHARES	PAR VALUE PER SHARE

This statement must be signed by an authorized officer of the surviving or resulting corporation.

Signed this _____ day of _____, _____ by:

_____
Signature

_____
Printed Name and Title

Oklahoma Secretary of State
Request to receive
documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)