CERTIFICATE
OF
MERGER OR CONSOLIDATION

Filing Fee: $100.00

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 Oklahoma corporations merge with one or more corporations incorporated under the laws of a jurisdiction other than Oklahoma and the **surviving** or resulting corporation is a **FOREIGN** corporation.

A. The Agreement of Merger or Consolidation, **ATTACHED HERETO**, has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations.

OR

B. In lieu of filing an executed agreement of merger or consolidation, the surviving or resulting corporation hereby states and certifies as follows:

1. Name **and** state of incorporation of each of the constituent corporations:
   - The name and state of the surviving or resulting foreign 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 _____. 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 formed.

3. Name of the surviving or resulting foreign corporation:

_____

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 consolidation or merger shall be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The surviving or resulting corporation is to be governed by the laws of the District of Columbia or any state other than this state and hereby agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent corporation of this state, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to the provisions of Title 18, Section 1091.

8. The surviving or resulting corporation hereby irrevocably appoints the **Secretary of State** as its **registered agent** to accept service of process in any suit or other proceedings. The **address** to which a copy of any process shall be mailed by the Secretary of State is:

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

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)