PRINT CLEARLY

CERTIFICATE OF MERGER OR CONSOLIDATION
DOMESTIC CORPORATION & BUSINESS ENTITY

TO: OKLAHOMA SECRETARY OF STATE
421 N.W. 13th, Suite 210
Oklahoma City, Oklahoma 73103
(405) 522-2520

SPECIAL INSTRUCTIONS: Submit this form to file a merger or consolidation pursuant to Section 1090.2 of the Oklahoma General Corporation Act. **Please consult this act carefully.** Use this form **ONLY** when one or more Oklahoma corporations merge with one or more business entities, of this state or of any other state or states of the United States or of the District of Columbia. As used in this section, **"business entity"** means a domestic or foreign partnership whether general or limited, limited liability company, business trust, common law trust, or other unincorporated business.

FILING FEE: If the **survivor** is: (1) Oklahoma corporation - $100.00 minimum; (2) Oklahoma not for profit corporation- $25.00; (3) Oklahoma limited partnership - $100.00; (4) Foreign limited partnership - $100.00; (5) Foreign limited liability company - $100.00; (6) Other Oklahoma business entity - $100.00; or (7) Other foreign business entity - $100.00.

A. The Agreement of Merger or Consolidation, **ATTACHED HERETO**, has been adopted, approved, certified, executed, and acknowledged by each of the corporations in the same manner as is provided in Title 18, Section 1081 and, in the case of the business entities, in accordance with their constituent agreements and in accordance with the laws of the state under which they are formed, as the case may be.

OR

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

1. The name, type of entity and state of domicile of each of the constituent entities:

NAME OF ENTITY	TYPE OF ENTITY	STATE OF DOMICILE

(See "Special Instructions" above to identify type of business entity.)

2. An agreement of merger or consolidation has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with Title 18, Section 1090.2 (C.).

3. The name of the surviving or resulting corporation or business entity:

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

☐ A corporation is the surviving entity of the merger and no amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

☐ A corporation is the surviving entity of the merger and **any** amendments or changes in the certificate of incorporation as are desired to be effected by the merger are set out in an **attachment hereto**.

☐ A corporation is the resulting entity of a consolidation and the certificate of incorporation of the resulting corporation is set forth in an **attachment hereto**.

☐ A business entity is the resulting entity of a consolidation and the charter of the resulting entity is set forth in an **attachment hereto.**

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

Street Address	City	State	Zip Code

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

7. • • • Check, **if applicable,** and complete the required information:

The entity surviving or resulting from the merger or consolidation 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 or business entity of this state, as well as for enforcement of any obligation of the surviving or resulting corporation or business entity 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.

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

Street Address	City	State	Zip Code

IN WITNESS WHEREOF, such surviving or resulting entity has caused this certificate of merger or consolidation to be executed this _____ day of _____, _____.

Signature	Signature
Type or Print Name & Title, If Applicable	Type or Print Name & Title, If Applicable

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)