State of Rhode Island
Department of State - Business Services Division

This legal document should be typed. All illegible documents will be REJECTED.

Instructions for Filing
Application for Articles of Merger or Consolidation

Title 7 of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

All filings are public records under RIGL 38-2-1, et seq. *This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.*

How to complete the form:

Articles of Merger are required to be filed if at least one of the merging entities is a domestic entity.

Before submitting this form, ensure your entity has filed its final tax return and is in good standing with the RI Division of Taxation. You can confirm your tax status by contacting the RI Division of Taxation at tax.collections@tax.ri.gov or (401) 574-8941.

SECTION I:

a. List the entites' ID number. The ID number can be found by looking up your entity in the Corporate Database. For each of the merging or consolidating entities, list the entity name, entity type, and the state under which the entity is organized.
b. The laws of the state under which each entity is organized permit such merger or consolidation.
c. List the full name of the surviving or new entity and by which state the entity is to be governed.
d. The Plan of Merger or Consolidation **MUST** be attached and has been duly authorized, approved and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized.
e. If the surviving entity's name has been changed by the merger, state the new name. If the surviving entity's name has not changed, leave this field blank.
f. If the surviving or new entity is not qualified to conduct business in Rhode Island, it appoints the RI Department of State as its agent for service of process. List the address to which a copy of such service of process will be mailed.
g. Any later date must be within 90 days of filing for business corporations and limited liability companies ***OR*** 30 days for non-profit corporations.

SECTION II (Business Corporations *ONLY*):

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.
b. As required by RIGL 7-1.2-1309, the merging entity must certify that it has paid all fees and taxes. Confirm with the RI Division of Taxation that all tax debts have been satisfied by emailing tax.collections@tax.ri.gov.
c. This section is **ONLY** to be completed if the merging corporation is a subsidiary of the surviving corporation.
    i. List the name of the subsidiary corporation
    ii. List the date the plan of merger was mailed to shareholders of the subsidiary corporation.

SECTION III (Non-Profit Corporations *ONLY*):

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; ***OR*** attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such nonprofit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV (Partnerships *ONLY*):

a. As required by RIGL 7-13.1-215 and 7-12.1-914, the partnership must certify that it has paid all fees and taxes. Tax status can be verified by emailing tax.collections@tax.ri.gov.

SECTION V (Limited Liability Companies *ONLY*):

a. As required by RIGL 7-16-8, the limited liability company must certify that it has paid all fees and taxes. Confirm with the RI Division of Taxation that all tax debts have been satisfied by contacting tax.collections@tax.ri.gov.

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Instructions for Filing
Application for Articles of Merger or Consolidation (Continued)

Title 7 of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

***All filings are public records under RIGL 38-2-1, et seq.** This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.*

How to complete the form (continued):

SECTION VI:
ALL entities involved **MUST** sign and date the form as described in the Signatures Required section below.

Signatures Required:

- If a ***business corporation*** is one of the merging entities, the Articles of Merger are to be executed by an Authorized Representative of the corporation.
- If a ***non-profit corporation*** is one of the merging entities, the Articles of Merger are to be executed by the President or Vice President and Secretary or Assistant Secretary. A signature must appear on each line even if the same person holds both offices.
- If a ***limited liability company*** is one of the merging entities, the Articles of Merger shall be executed by an Authorized Person.
- If a ***partnership*** is one of the merging entities, the Articles of Merger shall be executed by each General Partner of a limited partnership or the authorized person of the limited liability partnership.
- If a ***subsidiary business corporation*** is one of the merging entities, the Articles shall be executed by an Authorized Representative.

How to pay the filing fee:

The filing fee is payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will NOT result in a mailed confirmation. Filings that cannot be processed will be posted online and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our Corporate Database.
- Enter the name or ID number of your entity and click “Search.”
- Click on the link to your entity record, scroll down, select “All Filings” and then “View Filing.”
- Identify the desired type of filing and click on “PDF” under “View PDF” to view and print the record.

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will have filing requirements with the Rhode Island Division of Taxation, even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our website for further information.

Your entity may also be required to report (and update, if necessary) information about the business and its beneficial owners to the U.S. Department of Treasury’s Financial Crimes Enforcement Network (FinCEN). Visit FinCEN.gov/boi for more information.

State of Rhode Island
Department of State - Business Services Division

STAMP
FOR SECRETARY OF STATE USE ONLY

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Partnership, Limited Liability Company or Non Profit Corporation

→Business Corporation Filing Fee: $100.00

→Limited Liability Company Fee: $100.00

→Partnership Fee: $50.00

→Non-Profit Corporation Fee: $25.00

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger ☐ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE *under which entity is organized

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

which is to be governed by the laws of the state of:

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

STAMP
FOR SECRETARY OF STATE USE ONLY

g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

☐ Date received (Upon filing)

☐ Later effective date (see instructions)

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.

b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is:

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.

a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov.]

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

Type or Print Name of Person Signing | Title of Person Signing

Signature | Date

Type or Print Name of Person Signing | Title of Person Signing

Signature | Date

Type or Print Entity Name

Type or Print Name of Person Signing | Title of Person Signing

Signature | Date

Type or Print Name of Person Signing | Title of Person Signing

Signature | Date

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Department of State - Business Services Division

Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

Name: | Date:

Proposed Entity Name:

Street Address:

City: | State: | Zip Code:

Email Address: | Phone Number:

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