

Filing Fee \$150.00

STATE OF MAINE

ARTICLES/CERTIFICATE OF INTER-ENTITY CONSOLIDATION

<p>_____ Deputy Secretary of State</p> <hr/> <p><b>A True Copy When Attested By Signature</b></p> <hr/> <p>_____ Deputy Secretary of State</p>
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Pursuant to 31 MRSA §417 and/or 31 MRSA §741-A, as applicable, the required number of owners of each participating business entity approved a written agreement or plan of consolidation and the undersigned business entities, adopt the following Articles/Certificate of Consolidation:

FIRST: The participating business entities and jurisdictions:

Name of Business Entity	Type of Business Entity	Jurisdiction
_____	_____	_____
_____	_____	_____
_____	_____	_____

(Use additional sheets if necessary.)

SECOND: The resulting business entity and jurisdiction:

Name of Business Entity	Type of Business Entity	Jurisdiction
_____	_____	_____

THIRD: A written agreement or plan of consolidation has been adopted and approved and executed by each business entity that is a party to the consolidation.

The resulting entity is not a corporation and the executed agreement or plan of consolidation is on file at the principal place of business of the resulting business entity. A copy of the agreement or plan of consolidation will be furnished by the resulting entity, on request and without cost, to any record owner of interests in any business entity that participated in the consolidation. The address of such place of business is as follows:

\_\_\_\_\_

\_\_\_\_\_

FOURTH: If the resulting business entity is not organized under the laws of this State, the survivor:

- (1) Agrees that it may be served with process in this State in a proceeding for enforcement of an obligation of a party to the consolidation that was organized under the laws of this State, as well as for enforcement of an obligation of the resulting business entity arising from the consolidation; and

(2) Appoints the Secretary of State as its agent for service of process in any such proceeding and the resulting business entity shall specify the address to which a copy of the process must be mailed by the Secretary of State. Please list such address.

\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** All of the statements required to be set forth in the organizing documents for the resulting business entity are attached as Exhibit \_\_\_\_\_. The appropriate form ([MLPA-6-1](#) Certificate of Limited Partnership) or ([MLLC-6-1](#) Articles of Organization of Limited Liability Company) must be attached.

**SIXTH:** The future effective date of the consolidation (if other than date of filing of the Articles/Certificate) is \_\_\_\_\_  
*(Not to exceed 60 days from date of filing of the Articles/Certificate)*

**SEVENTH:** The consolidation was effected in compliance with the laws applicable to consolidations of all parties to the consolidation.

**EIGHTH:** There is an agreement that the resulting corporation or other business entity shall continue to comply with all provisions of all laws applicable to consolidations of all parties to the consolidation, including, without limitation, provisions on payment of amounts to which dissenting shareholders are entitled.

**Must Be Completed By The Resulting Business Entity**

**The Undersigned Hereby Accepts The Appointment As Registered Agent For The Resulting Business Entity.**

**REGISTERED AGENT**

**DATED** \_\_\_\_\_

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name)

**For Registered Agent which is a Corporation**

Name of Corporation \_\_\_\_\_

By \_\_\_\_\_  
(authorized signature)

\_\_\_\_\_  
(type or print name and capacity)

**Must Be Completed By The First Participant To The Consolidation**

\_\_\_\_\_  
(name and type of participating business entity)

\_\_\_\_\_  
(dated)

\_\_\_\_\_  
(authorized signature)

\_\_\_\_\_  
(type or print name and capacity)

\_\_\_\_\_  
(authorized signature)

\_\_\_\_\_  
(type or print name and capacity)

**Must Be Completed By The Second Participant To The Consolidation**

_____	_____
(name and type of participating business entity)	(dated)
_____	_____
(authorized signature)	(type or print name and capacity)
_____	_____
(authorized signature)	(type or print name and capacity)

**Must Be Completed By The Third Participant To The Consolidation**

_____	_____
(name and type of participating business entity)	(dated)
_____	_____
(authorized signature)	(type or print name and capacity)
_____	_____
(authorized signature)	(type or print name and capacity)

(Copy this page, and modify participant number, **if more signature spaces are needed.**)

**Instructions For Required Signatures**

**Resulting Business Entity**

The Registered Agent **must complete** an acceptance of appointment form.

**Limited Partnerships**

If this is a limited partnership, this document **MUST** be signed by

- (1) at least one **general partner OR**
- (2) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under [Title 17-A, section 453](#).

**Limited Liability Companies**

If this is a limited liability company, this document **MUST** be signed by

- (1) at least one **manager OR**
- (2) at least one **member** if the limited liability company is managed by the members **OR**
- (3) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under [Title 17-A, section 453](#).

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Please remit your payment made payable to the Maine Secretary of State.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**