

Filing Fee \$100.00

STATE OF MAINE
ARTICLES OF MERGER
OR
SHARE EXCHANGE

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-C MRSA §1106, the undersigned survivor of the merger or the acquiring corporation in a share exchange executes and delivers the following Articles of Merger or Share Exchange:

FIRST: The names, type of entity, jurisdiction of the parties to the merger or share exchange and the date on which the merger or share exchange occurred or is to be effective:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>	<u>Date</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Names, type of entity, jurisdiction and effective date of the additional parties to the merger or share exchange are attached as Exhibit _____, and made a part hereof.

SECOND: The name and jurisdiction of incorporation of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

THIRD: The executed agreement or plan of merger is on file at the principal place of business of the surviving business entity. A copy of the agreement or plan of merger will be furnished by the surviving entity, on request and without cost, to any shareholder of any constituent corporation and any record owner of interests in any other business entity that participated in the merger. The address of such place of business is as follows:

FOURTH: ("X" one box only)

- If the originating document of the survivor of a merger is amended, the amendments to the survivor's originating document are attached as Exhibit ___ and made a part hereof.
- If the result of the merger or share exchange creates a new corporation, attached is Exhibit _____ which contains all the provisions required to be set forth in its public organic document with any other desired provisions that are permitted. (Attach form [MBCA-6-1](#), for a domestic business corporation)

FIFTH: The future effective date of the articles of merger or share exchange (if other than the date of filing of the articles of merger or share exchange) is _____.

SIXTH: ("X" if applicable)

- The plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate group in the manner required by this Title 13-C and the corporation's articles of incorporation.
- The plan of merger or share exchange did not require approval by the shareholders.

SEVENTH: ("X" if applicable)

- The participation of the foreign corporation was duly authorized as required by the organic law of the corporation.
- The participation of the eligible entity was duly authorized as required by the organic law of that entity.

EIGHTH: When a merger becomes effective, a foreign corporation or a foreign eligible entity that is the survivor of the merger is deemed to appoint the Secretary of State as its agent for service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights. The foreign corporation or the foreign other entity shall provide the mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State.

(mailing address)

NINTH: The foreign corporation or foreign eligible entity agrees that it will promptly pay the amount, if any, to which the shareholders are entitled under [chapter 13](#) of Title 13-C.

TENTH: The merger was effected in compliance with the laws applicable to mergers of all parties to the merger.

ELEVENTH: There is an agreement that the surviving corporation or eligible business entity shall continue to comply with all provisions of all laws applicable to mergers of all parties to the merger, including, without limitation, provisions on payment of amounts to which dissenting shareholders are entitled.

Must Be Completed By the First Party to the Merger

_____	_____
(Name and type of participating business entity)	(Date)
_____	_____
(*Authorized signature)	(Type or print name and capacity)
_____	_____
(*Authorized signature)	(Type or print name and capacity)

Must Be Completed By the Second Party to the Merger

_____	_____
(Name and type of participating business entity)	(Date)
_____	_____
(*Authorized signature)	(Type or print name and capacity)
_____	_____
(*Authorized signature)	(Type or print name and capacity)

Must Be Completed By the Third Party to the Merger

_____	_____
(Name and type of participating business entity)	(Date)
_____	_____
(*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.**)

*Articles **MUST** be signed as follows:

- (1) If a corporation is a party to the merger/share exchange, this document must be signed by an officer or other duly authorized representative on behalf of each party. ([13-C MRSA §1106.1](#)).
- (2) If a limited partnership is a party to the merger/share exchange, this document must be signed by each general partner listed in the certificate of limited partnership ([31 MRSA §1438.1](#))
- (3) If a limited liability company is a party to the merger/share exchange, this document must be signed by:
 - (a) at least one **manager OR**
 - (b) at least one **member** if the limited liability company is managed by the members **OR**
 - (c) any duly authorized person.

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

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

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov