

LIMITED LIABILITY COMPANY

STATE OF MAINE

CERTIFICATE OF MERGER

<p>_____ Deputy Secretary of State</p> <hr/> <p>A True Copy When Attested By Signature</p> <hr/> <p>_____ Deputy Secretary of State</p>
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Pursuant to 31 MRSA §744, the undersigned survivor of the merger executes and delivers the following Articles of Merger:

FIRST: The name, type of entity and current jurisdiction of each limited liability company or other business entity that is to merge:

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

Names, type of entity and jurisdiction of additional limited liability companies or other business entities are attached as Exhibit ____, and made a part hereof.

SECOND: An agreement of merger has been approved and executed by each limited liability company or other business entity that is a party to the merger.

THIRD: The name of the surviving limited liability company:

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

FOURTH: (Check only one box)

- Any changes or restatement to the organizing documents of the surviving limited liability company or other business entity are attached as Exhibit _____ and are made a part hereof.
- There no changes or restatement to the organizing documents of the surviving limited liability company or other business entity.
- If the result of the merger creates a new limited liability company, attached is Exhibit _____ which contains all the provisions required to be set forth in its organizing documents with any other desired provisions that are permitted. (Attach form [MLLC-6-1](#), for a domestic limited liability company)

FIFTH: (Check only one box, if applicable)

- Shareholder approval was not required by any corporation party to the merger.
- 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 [Title 13-C](#) and the corporation's articles of incorporation.

SIXTH: The executed agreement or plan of merger is on file at a place of business of the surviving limited liability company or other business entity at the following address:

SEVENTH: A copy of the agreement of merger will be furnished by the surviving limited liability company or other business entity on request and without cost, to a person holding an interest in a limited liability company or other business entity that is to merge.

EIGHTH: If the surviving limited liability company or other business entity is not organized under the laws of this State, the surviving limited liability company or other business entity:

- (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 merger that was organized under the laws of this State, as well as for enforcement of an obligation of the surviving limited liability company or other business entity arising from the merger; and
- (2) Appoints the Secretary of State as its agent for service of process in any such proceeding. The following is the address to which a copy of the process must be mailed by the Secretary of State:

NINTH: Effective date of the merger (if other than date of filing of the Certificate) is _____

(Not to exceed 60 days from date of filing of the Certificate)

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

ELEVENTH: An agreement that the surviving limited liability company or other business entity shall continue to comply with all provisions of all laws applicable to mergers or consolidations of all parties to the merger or consolidation, 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.**)

*Certificate **MUST** be signed as follows:

- (1) If a limited liability company is a party to the merger, this document **MUST** be signed by: (31 MRSA §627)
 - (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.
- (2) If a corporation is a party to the merger, this document **MUST** be signed by an officer or other duly authorized representative on behalf of each party. (13-C MRSA §1106.1).
- (3) If a limited partnership is a party to the merger, this document **MUST** be signed by each general partner listed in the certificate of limited partnership (31 MRSA §1438.1)

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