

**NONPROFIT CORPORATION**

**STATE OF MAINE**

*(Merger of Domestic and Foreign Corporations)*

**ARTICLES OF MERGER**

<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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\_\_\_\_\_  
A corporation organized under the laws of \_\_\_\_\_

**INTO**

\_\_\_\_\_  
A corporation organized under the laws of \_\_\_\_\_

Pursuant to [13-B MRSA §906](#), the preceding corporations execute and deliver the following Articles of Merger:

**FIRST:** If the surviving corporation is a Maine corporation, complete the following:  
("X" one box only.)     public benefit corporation     mutual benefit corporation

**SECOND:** The laws of the State(s) of \_\_\_\_\_, under which the foreign corporation(s) is (are) organized, permit such merger and said corporation(s) has (have) complied with the applicable provisions of such laws.

**THIRD:** The name of the surviving corporation is \_\_\_\_\_ and it is to be governed by the laws of the State of \_\_\_\_\_. If such corporation is to be governed by the laws of a State other than Maine, the corporation agrees that it may be served with process in the State of Maine in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger. The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings and the address to which the Secretary of State shall mail a copy of any process in such proceeding is \_\_\_\_\_.

**FOURTH:** The plan of merger is set forth in Exhibit \_\_\_ attached hereto and made a part hereof.

**FIFTH:** ("X" one box only.) As to the domestic corporation, the plan of merger was adopted in the following manner:

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

By the members at a meeting on (date) \_\_\_\_\_, at which a quorum was present and such plan received at least a majority of the votes which members were entitled to cast.

If the Articles of Incorporation require more than a majority vote, by the members at a meeting on (date) \_\_\_\_\_, and such plan received at least the percentage of votes of the members required by the Articles of Incorporation.

By the written consent of all members entitled to vote with respect thereto, dated \_\_\_\_\_, without resolution of the board of directors.

There being no members, or no members entitled to vote thereon, the plan was adopted by a majority vote of the board of directors in office at a meeting held on \_\_\_\_\_.

**SIXTH:** The address of the registered office of the surviving corporation in the State of Maine is\* \_\_\_\_\_  
\_\_\_\_\_  
(street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is \* \_\_\_\_\_  
\_\_\_\_\_  
(street, city, state and zip code)

**SEVENTH:** Effective date of the merger (if later than date of filing of Articles) is \_\_\_\_\_  
*(Not to exceed 60 days from date of filing of the Articles)*

**DATED** \_\_\_\_\_  
\_\_\_\_\_ (surviving corporation)

***MUST BE COMPLETED FOR VOTE  
OF MEMBERS***  
I certify that I have custody of the minutes showing  
the above action by the members.  
\_\_\_\_\_  
(name of corporation)  
\_\_\_\_\_  
(signature of clerk, secretary or asst. secretary)

\*\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

\*\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

**DATED** \_\_\_\_\_  
\_\_\_\_\_ (merged corporation)

***MUST BE COMPLETED FOR VOTE  
OF MEMBERS***  
I certify that I have custody of the minutes showing  
the above action by the members.  
\_\_\_\_\_  
(name of corporation)  
\_\_\_\_\_  
(signature of clerk, secretary or asst. secretary)

\*\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

\*\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

\*Must provide address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

\*\*This document **MUST** be signed by any duly authorized officer. (13-B MRSA §104.1.B)

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**

## Customer Contact Cover Letter

Name of entity(s) on the submitted filings:

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**Optional special handling request(s):** (check only if applicable)

- Hold attested copy for pick up (will be required to pick up at our office in Augusta, Maine)
- 24-hour expedited filing (next business day) service: **\$50** additional filing fee per entity
- Immediate expedited filing (same business day): **\$100** additional filing fee per entity

**NOTE:** Only one expedite fee is required if filing multiple documents for the same entity/charter number at the same time.

**Payment can be made by check or money order** (payable to Maine Secretary of State) or by credit card. You may obtain a credit card voucher at <https://www.maine.gov/sos/cec/forms/credit.pdf>.

Total fee(s) enclosed: \$ \_\_\_\_\_

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(Name of contact person)

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(Daytime telephone number)

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(Contact email address for this filing)

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(Email address to use for annual report reminders)

Name and address of person **to return the attested copy** of the completed filing:

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(Name of attested copy recipient)

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(Firm or Company)

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(Mailing Address)

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(City, State & Zip)

**NOTE: Failure to provide a contact name and telephone number or email address will result in any erroneous filing(s) being returned to the filer by the Secretary of State's office.**

For questions regarding the above filing(s), please call or email our office at (207) 624-7752 or [cec.corporations@maine.gov](mailto:cec.corporations@maine.gov)

**Submit filings to:**

**Mailing Address if using US Postal Service**

Department of the Secretary of State  
Corporations, UCC and Commissions  
101 State House Station  
Augusta, ME 04333-0101

**Mailing Address if using FedEx/UPS**

Department of the Secretary of State  
Corporations, UCC and Commissions  
111 Sewall Street, 4<sup>th</sup> Floor  
Augusta, ME 04330