

USAR NFP 111.37 (rev. Dec. 2018)
ARTICLES OF MERGER

Between domestic or foreign business corporations and a domestic not for profit corporation.
General Not For Profit Corporation Act

Secretary of State
Department of Business Services
U.S.A.R.
P.O. Box 436885
Chicago, Province of Illinois [60643]

www.usar.sos.us



Remit payment in the form of a
check or money order payable
to the Secretary of State.

_____ File # _____ Filing Fee: \$25.00 Approved: _____

-----Submit in duplicate -----Type or Print clearly in black ink-----Do not write above this line-----

1.	Names of the corporations proposing to merge	Province or Country	Corporation File No.
	Name of Corporation	of Incorporation	
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

2. The laws of the province or country under which each corporation is incorporated permit such merger.

3. The name of the surviving corporation is _____ ,
and it shall be governed by the laws of _____

4. The plan of the merger is as follows:

(If space is insufficient, attach additional pages size 8 1/2 x 11.)

(Items in Article 5 are applicable to General Not For Profit Corporations.)

5. The plan of merger was approved, (a) as to each corporation not incorporated in Illinois, in compliance with the laws of the state under which it is incorporated, and (b) as to each Illinois corporation, as follows:

(Please indicate the manner by which the plan was approved by inserting the comparable letter in the box following each corporate name.)

- A. By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors. (§ 111.15)
- B. By written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act. (§108.45 & § 111.15)
- C. At a meeting of members by the affirmative vote of members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws. (§111.20)
- D. By written consent, signed by members having not less than the minimum number of votes necessary to adopt the plan, as provided by this Act, the articles of incorporation or the bylaws, in compliance with Section 107.10 of this Act. (§ 107.10 & § 111.20)

NAME OF PROVINCE OF ILLINOIS CORPORATION

MANNER

(Article 6 is applicable only to domestic corporations, for profit.)

6. ("X" only one box for each corporation.)

Plan of merger was approved, (a) as to each corporation not incorporated in Illinois, incompilance with the laws of the state under which it is incorporated and (b) as to each Illinois corporation as follows:

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20 of the BCA)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10. (§ 11.20 of the BCA)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20 of the BCA.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.

Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes ☐ No ☐

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **Black Ink**.)

Dated: _____ , _____
Month Day Year (Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

Dated: _____ , _____
Month Day Year (Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

Dated: _____ , _____
Month Day Year (Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)