

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

Domestic (Pennsylvania) filing entity already in existence on Department of State records
If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.

NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)
Attach to this Statement the public organic record of the new entity.

Foreign filing association or foreign limited liability partnership already registered with the Department.
If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.

Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State
Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.

Its current registered office address. Complete part (a) **OR** (b) – not both:

(a) _____
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

NEW domestic (Pennsylvania) limited liability partnership or electing partnership
Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)

Domestic association that is not a domestic filing association
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its principal office:

Number and street City State Zip County

Foreign association that is not, and will not, be registered with the Department of State
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

Number and street City State Zip

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

This Statement of Merger shall be effective upon filing in the Department of State.

This Statement of Merger shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

D. Approval of merger by merging associations (check all applicable statement(s)):

For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).

For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.

For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this _____ day of _____, 20 _____.

Name of Merging Association

Name of Merging Association

Signature

Signature

Title

Title

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 plus an additional \$40 for *each* association that is a party to the merger. For a merger between two parties, for example, a total filing fee of \$150 is assessed.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of mergers for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for merger, 15 Pa.C.S. §§ 331-336. The requirements for the Statement of Merger are set forth in 15 Pa.C.S. § 335. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Merger must be filed with the Pennsylvania Department of State where the merger includes one of the following:

- (1) One or more domestic entities merging with one or more domestic entities or foreign associations into a surviving association.
- (2) Two or more foreign associations merging into a surviving association that is a domestic entity.
- (3) A domestic banking institution is a merging association or surviving association in a merger with one or more domestic or foreign associations if the surviving association or at least one of the merging associations is a domestic entity.

Additional parties

Where more than two associations are parties to the merger, the DSCB:15-335AD (Statement of Merger - Addendum) must be completed, contain the appropriate signatures and be attached to this form.

Definitions

A **merger** is a transaction in which two or more merging associations are combined into a surviving association. The result is one association that continues in existence after the merger or is created by the merger. The association surviving the merger may be one of parties to the merger or a newly created entity (formerly called a consolidation).

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust. A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the surviving association

A.1. Give the exact name of the surviving association. “Surviving association” means the entity that continues in existence after or is created as a result of a merger. 15 Pa.C.S. § 312. If the surviving association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. NOTE – if the surviving association is a new entity, be sure to include within the name the appropriate association designator. For example, if a new corporation is being created as the surviving association, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

A.2. Give the jurisdiction of formation of the surviving association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the surviving association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

A.3. Check the appropriate box to indicate the surviving association type. Only one box may be checked. **This field is required.**

A.4. Check and complete one of the boxes and supply an address, based on the criteria given. Follow the instruction beside the box which has been checked for attachments, if any. **This field is required.**

If the association surviving the merger is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the association surviving the merger is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the association surviving the merger is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the merging association(s).

Complete the requested information for all merging associations that do not survive the merger.

B.1. Give the exact name of each merging association that is merged out of existence. “Merging association” means an association that is a party to a merger and exists immediately before the merger becomes effective. 15 Pa.C.S. § 312. If the merging association is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. **This field is required.**

B.2. Give the jurisdiction of formation of the surviving association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the surviving association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check the appropriate box to indicate the merging association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the boxes and supply an address for the merging association, based on the criteria

given. **This field is required.**

If the merging association (not surviving the merger) is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the merging association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the merging association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Merger must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. § 335(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as mergers by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

The surviving association type determines what additional documents and fees must be attached. The following, in addition to the filing fee and the mandatory attachment above, may be required to accompany this form:

- (2) One copy of a completed form DSCB: 15-134A (Docketing Statement), with respect to any newly created surviving association, unless the surviving association is a nonregistered foreign association.
- (3) Any necessary copies of form DSCB:19-17.2

(Consent to Appropriation of Name) or a resolution from the association’s governors adopting an alternate name, if applicable, shall accompany a Statement of Merger effecting a change of name or creating a new Pennsylvania or registered foreign entity.

(4) Any necessary governmental approvals. A merger involving a regulated entity may require approval of a government agency before it can become effective. *See* 15 Pa.C.S. § 103.

(5) If the surviving association existed before the merger and is a Pennsylvania filing entity and is amending its public organic record as approved in the plan of merger, then an Amendment to the public organic record must be attached. For example, DSCB:15-1915/5915 (Articles of Amendment – Domestic Corporation) or DSCB:15-8512/8951 (Certificate of Amendment - Limited Partnership/Limited Liability Company).

(6) If the surviving association is a new Pennsylvania filing entity, one copy of its public organic record must be attached. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record must be attached to the Statement of Merger with respect to the surviving domestic filing entity.

(7) If the surviving association is a new Pennsylvania limited liability partnership or limited liability limited partnership that is not using the alternative procedure in section 8201(f) (relating to scope), a completed DSCB:15-8201 (Statement of Registration) must be attached to the Statement of Merger.

(8) If the surviving association is a Pennsylvania electing partnership, its completed DSCB:15-8701A (Statement Electing Partnership) must be attached to the Statement of Merger.

(9) If the surviving association is a foreign filing association or foreign limited liability partnership already registered with the Department of State, a completed DSCB:15-413 (Amendment – Foreign Registration Statement) or DSCB:15-418 (Transfer of Registration – Foreign) approved as part of the plan of merger, if applicable.

(10) If the surviving association is a foreign filing association or a foreign limited liability partnership that will register simultaneously to transact business in Pennsylvania as a result of the merger, a completed DSCB: 15-412 (Foreign Registration Statement), accompanied by the applicable fee and attachments, must be submitted at the same time as the Statement of Merger.

(11) Tax clearance certificates. A foreign association may be a party to a merger notwithstanding the fact that it has not been authorized to do business in Pennsylvania. However, if the surviving association is a foreign association that is not, and will not, be registered with the Department of State, there must be submitted

with this form tax clearance certificates from the Department of Revenue and the Department of Labor and Industry with respect to each merging domestic association and registered foreign association evidencing the payment of all taxes and charges payable to the Commonwealth.

NOTE: Any Articles, Application, Statement or Registration attached to the Statement of Merger must separately meet all the statutory filing requirements for that document type. However, if the surviving association is a domestic filing entity, its public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

Other provisions

A statement of merger may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Merger, they should be attached as an exhibit.

Signature and Verification

An authorized representative of each merging association must sign the Statement of Merger. If the surviving association is also a merging association, the surviving association must also sign. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Merger in lieu of Statement of Merger

Pursuant to 15 Pa.C.S. §335(e), a plan of merger that is signed by all of the merging associations and meets all of the requirements of §335 (b) (relating to Contents of Statement of Merger) may be delivered to the Department for filing instead of a Statement of Merger.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of merger may omit all provisions of the plan except provisions, if any, that:

- (1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;
- (2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or
- (3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316 (a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.