

Examiner

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IDENTIFICATION
NO. _____

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NO. _____
Filing Fee: \$35.00

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 180, Section 10A)
Foreign and Domestic Corporations

*Consolidation / *merger of

_____ and
_____ ,

the constituent corporations, into

** _____ ,

*one of the constituent corporations / *a new corporation

organized under the laws of: _____ .

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of *consolidation / *merger was duly adopted in accordance with and complies with the requirements of the *laws of Massachusetts and if the *resulting / *surviving corporation is to be governed by the laws of another state the agreement of *consolidation / *merger shall comply with the applicable provisions of the laws of such state. The resulting or surviving corporation shall furnish a copy of the agreement of *consolidation / *merger to any stockholder or member or to any person who was a member or stockholder of any constituent corporation upon written request without change.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation /*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

**Delete the inapplicable words*

***If any of the constituent corporations organized under Massachusetts General Laws, Chapter 180 also constitutes a public charity, the surviving or said resulting corporation must be a public charity organized under that chapter.*

Item 3 below may be deleted if the resulting/surviving corporation is organized under the laws of a state other than Massachusetts.

3. (For a merger)

******(a) The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

(For a consolidation)

(b) The purpose of the *resulting* corporation is to engage in the following business activities:

******(c) The *resulting* corporation may have one or more classes of members. If it does, the designation of such class or classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

******(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the *resulting* corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Item 4 below may be deleted if the resulting/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation *in Massachusetts* is: (*post office boxes are not acceptable*)

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			

Treasurer:

Clerk:

Directors:

**Delete the inapplicable word.*

***If there are no provisions state "none".*

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

The following paragraph may be deleted if the *resulting / *surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent domestic corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 156D, § 15.03, and any obligations hereafter incurred by the *resulting / *surviving corporation, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 156D, § 15.10.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 180, Section 10 and in compliance with all pertinent requirements of the Articles of Organization of such corporation at a meeting of members / stockholders / directors of such corporation held on:

_____, 20 _____.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS

The undersigned, †_____ and ††_____,

of _____, a corporation organized under the laws of _____,

further state under the penalties of perjury, that the agreement of *consolidation / *merger has been duly adopted by such

corporation in the manner required by the laws of _____ and in compliance with all

pertinent requirements of the Articles of Organization of such corporation on _____, 20 _____.

†_____

††_____

**Delete the inapplicable words.*

†Specify the officer having powers and duties corresponding to those of president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 180, Section 10A)

Foreign and Domestic Corporations

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 ____.

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Telephone: _____

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.