



Instructions for Filing Application for Articles of Merger or Consolidation

[Title 7](#) of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

All filings are public records under RIGL [38-2-1](#), et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

This legal document should be typed. All illegible documents will be REJECTED.

How to complete the form:

Articles of Merger are required to be filed if at least one of the merging entities is a domestic entity.

Corporations and Limited Liability Companies: Before submitting this form, ensure your entity has filed its final tax return and is in good standing with the RI Division of Taxation. You can confirm your tax status at taxportal.ri.gov or contact the Division of Taxation at tax.ri.gov or (401) 574-8941.

Limited Partnerships: Obtain a Letter of Good Standing (LOGS) issued by the RI Division of Taxation for the purpose of cancellation or the non-survivor of a merger. You may contact the Division of Taxation at tax.ri.gov or (401) 574-8941.

SECTION I:

- List the entities' ID number. The ID number can be found by looking up your entity in the [Corporate Database](#). For each of the merging or consolidating entities, list the entity name, entity type, and the state under which the entity is organized.
- The laws of the state under which each entity is organized permit such merger or consolidation.
- List the full name of the surviving or new entity and by which state the entity is to be governed.
- The Plan of Merger or Consolidation **MUST** be attached and has been duly authorized, approved and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized.
- If the surviving entity's name has been changed by the merger, state the new name. If the surviving entity's name has not changed, leave this field blank.
- If the surviving or new entity is not qualified to conduct business in Rhode Island, it appoints the RI Department of State as its agent for service of process. List the address to which a copy of such service of process will be mailed.
- Any later date must be within 90 days of filing for business corporations and limited liability companies **OR** 30 days for non-profit corporations.

SECTION II (Business Corporations ONLY):

- If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such

- surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter [7-1.2](#).
- As required by [RIGL 7-1.2-1309](#), the merging entity must certify that it has paid all fees and taxes. Confirm with the RI Division of Taxation that all tax debts have been satisfied using the Tax Portal: taxportal.ri.gov.
- This section is **ONLY** to be completed if the merging corporation is a subsidiary of the surviving corporation.
 - List the name of the subsidiary corporation.
 - List the date the plan of merger was mailed to shareholders of the subsidiary corporation.

SECTION III (Non-Profit Corporations ONLY):

- If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; **OR** attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such nonprofit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.



Instructions for Filing (continued) Application for Articles of Merger or Consolidation

[Title 7](#) of the General Laws of Rhode Island, 1956, as amended

SECTION IV (Limited Partnerships **ONLY**):

- a. List the place of business of the surviving or resulting domestic limited partnership where the agreement of merger or consolidation is on file.
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.
- c. The original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

SECTION V (Limited Liability Companies **ONLY**):

- a. As required by [RIGL 7-16-8](#), the limited liability company must certify that it has paid all fees and taxes. Confirm with the RI Division of Taxation that all tax debts have been satisfied using the Tax Portal: taxportal.ri.gov.

SECTION VI:

ALL entities involved **MUST** sign and date the form as described in the Signatures Required section below.

Signatures Required:

- If a **business corporation** is one of the merging entities, the Articles of Merger are to be executed by an Authorized Representative of the corporation.
- If a **non-profit corporation** is one of the merging entities, the Articles of Merger are to be executed by the President or Vice President and Secretary or Assistant Secretary. A signature must appear on each line even if the same person holds both offices.
- If a **limited liability company** is one of the merging entities, the Articles of Merger shall be executed by an Authorized Person.
- If a **limited partnership** is one of the merging entities, the Articles of Merger shall be executed by each General Partner.
- If a **subsidiary business corporation** is one of the merging entities, the Articles shall be executed by an Authorized Representative.

How to pay the filing fee:

The filing fees are:

- \$100 for **business corporations** merging with any other entity
- \$100 for **limited liability companies** merging with any other entity
- \$50 for **limited partnerships** merging with any entity other than a business corporation or limited liability company
- \$25 for **non-profit corporations** merging with any entity other than a business corporation, limited liability company, or limited partnership

Filing fees are payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will **NOT** result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#)
- Enter the name or ID number of your entity and click "Search"
- Click on the link to the entity record, scroll down, select "All Filings" and then "View Filing"
- Identify the desired type of filing and click on "PDF" under "View PDF" to view and print the record



Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership, Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES			
a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:			
ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>*under which entity is organized</small>
b. The laws of the state under which each entity is organized permit such merger or consolidation.			
c. The full name of the surviving entity is:			
which is to be governed by the laws of the state of:			
d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation MUST be attached.			
e. If the surviving entity's name has been amended via the merger, please state the new name:			
f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:			

MAIL TO:
Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov



g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
Date received (Upon filing)
Later effective date (see instructions) _____
SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.
a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2 .
b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309 , the corporation has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]
c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
i) The name of the subsidiary corporation is:
ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.
a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.
a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.
c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER [7-16](#).

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date



Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

Name:		Date:
Entity Name:		
Street Address:		
City:	State:	Zip Code:
Email Address:		Phone Number: