

Please
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DFM
53-67

KANSAS SECRETARY OF STATE
**Certificate of Merger or Consolidation
of Two or More Kansas and Foreign
Corporations**

The following form **must be complete** and accompanied by **the correct filing fee** or the document will **not** be accepted for filing.

GENERAL FILING INSTRUCTIONS

<input type="checkbox"/> Filing fee	The filing fee for a certificate of merger or consolidation of two (2) corporations is \$75 . A fee of \$10 is required for each additional corporation involved in the merger or consolidation.
<input type="checkbox"/> Payment	<p>Please submit payment by check, money order, or credit card. Checks and money orders need to be made payable to the Secretary of State. Forms received without the appropriate fee will not be accepted for filing. Please do not send cash.</p> <p>NOTICE: There is a \$25 service fee for all checks returned by your financial institution.</p> <p>Visa, MasterCard, Discover, and American Express are accepted. To use a credit card, please provide the following information:</p> <p>Credit card number _____</p> <p>Billing zip code _____ Expiration date _____</p>
<input type="checkbox"/> Daytime phone	_____
<input type="checkbox"/> Fax filing available	<p>Documents may be fax filed for a processing fee of \$20 in addition to the normal filing fee. Include contact name, daytime phone number, credit card number, credit card expiration date and billing zip code.</p> <p>Fax documents and payment information to Business Services, 785-296-4570. Faxed documents will receive that day's file date if they are without errors and received prior to 4 PM CST.</p> <p>Processed documents will be returned by mail. You may request a file-stamped copy be faxed for an additional \$1 per page. Fax filing does not guarantee same day activation or return faxing.</p>
<input type="checkbox"/> Annual report requirements	If this certificate is submitted after the close of the tax year end for the Kansas entity or entities or the foreign authorized entity or entities merging out of existence, an annual report and fee must be filed with or prior to the merger.
<input type="checkbox"/> Signature	<p>Pursuant to K.S.A. 17-7908(a)(2), a certificate of merger or consolidation must be signed by one of the following:</p> <ol style="list-style-type: none"> (1) Any authorized officer of the surviving corporation; (2) A majority of the directors of the surviving corporation; (3) The directors of the surviving corporation as designated by the board of directors of the surviving corporation; (4) The holders of record of a majority of all outstanding shares of stock of the surviving corporation; (5) The holders of record of outstanding shares of stock of the surviving corporation designated by such holders of record; or (6) The holders of record of all outstanding shares of stock of the surviving corporation. <p>For options 2 through 6, please sign and attach a signature document to this certificate.</p>

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Certificate of Merger or Consolidation
of Two or More Kansas and Foreign
Corporations

Memorial Hall, 1st Floor (785) 296-4564
120 S.W. 10th Avenue kssos@ks.gov
Topeka, KS 66612-1594 www.sos.ks.gov

THIS SPACE FOR OFFICE USE ONLY.

Please check one: Merger Consolidation

1. Name, business entity ID number (if known), and state or jurisdiction of organization of each constituent corporation:
(17-6702(c)(1))
(Name must match the name on record with the Kansas Secretary of State.)
If additional space is needed use attachment provided.

Name of Corporation	State/Jurisdiction	ID Number

2. An agreement of merger or consolidation has been approved, adopted, certified and executed by each of the constituent corporations in accordance with K.S.A. 17-6702, or an agreement of merger or consolidation has been adopted by a majority of all the members of the governing body in accordance with K.S.A. 17-6705(c)(1).

3. The name of the surviving or resulting corporation:
(17-6702(c)(3))

Name of Corporation

A charitable nonstock corporation may not merge into either a nonstock or stock corporation if such merger would cause the charitable status to be lost or impaired. However, both nonstock and stock corporations may merge into a charitable nonstock corporation which must be the surviving corporation. (17-6705(g), 17-6707(f))

4. Check one:

In the case of this merger, the articles of incorporation of the surviving corporation as in effect immediately prior to this merger shall be and remain the articles of incorporation of the surviving corporation, and no amendments or changes to the articles of incorporation of the surviving corporation are desired to be effected at this time. (17-6702(c)(4))

In the case of and through this merger, the surviving corporation desires to effect amendments or changes in its articles of incorporation. Any amendments or changes in the articles of incorporation of the surviving corporation are set forth in a separate document attached to this certificate (17-6702(c)(4)). Any amendments or changes are set forth in accordance with K.S.A. 17-6601 through 17-6605.

In the case of this consolidation, the articles of incorporation of the resulting corporation shall be as are set forth in an attachment to this certificate (17-6702(c)(5)). The articles of incorporation of the resulting corporation are set forth in accordance with K.S.A. 17-6002.

5. Effective date:

Upon filing Future effective date: (Cannot be later than 90 days after the date this certificate is filed.)

Month	Day	Year

6. The executed agreement of consolidation or merger is on file at the principal place of business of the surviving or resulting corporation at the following address: (17-6702(c)(6))

Street Address		
City	State	Zip

7. A copy of the agreement of consolidation or merger will be furnished by the surviving or resulting corporation, on request and without cost, to any stockholder/member of any constituent corporation. (17-6702(c)(7))

8. Surviving corporation:

Kansas: If the corporation surviving or resulting from the merger or consolidation is a Kansas corporation, indicate the authorized capital stock of each constituent corporation which is not a Kansas corporation: (17-6702(c)(7))

If additional space is needed, please provide attachment.

Name of Corporation	Authorized Capital Stock
Name of Corporation	Authorized Capital Stock
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Name of Corporation	Authorized Capital Stock

Foreign: If the corporation surviving or resulting from the merger or consolidation is to be governed by the laws of any state or jurisdiction other than Kansas, it shall hereby agree that it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent corporation of this state, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to K.S.A. 17-6712, and amendments thereto, and shall irrevocably appoint the Secretary of State as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State to the following address: (17-6702(d))

Street Address		
City	State	Zip

9. If any conflict exists between this certificate and the information herein and any attachment to this certificate and the information therein, this certificate and the information herein prevails.

10. I/We declare under the penalties of perjury that the facts stated in this certificate are true and that any power of attorney used in connection with the execution of this certificate is in proper form and substance. (17-7909)

Signature of Authorized Officer of the Surviving Corporation	Name of Signer (printed or typed)
X	

(Pursuant to K.S.A. 17-7908(a)(2), if signing pursuant to options (2) through and including (6) as listed on the "Signature" area of the Instructions page preceding this certificate, please sign and attach a signature document to this certificate.)

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Att.

KANSAS SECRETARY OF STATE
**Certificate of Merger or Consolidation of Two
or More Kansas and Foreign Corporations**
Attachment

**1. Name, business entity
ID number (if known),
and state or jurisdiction
of corporation of each
constituent corporation:**

(17-6702(c)(1))

(Name must match the name
on record with the Kansas
Secretary of State.)

Name of Corporation	State/Jurisdiction	ID Number
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