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53-76

KANSAS SECRETARY OF STATE
**Certificate of Merger or Consolidation
of Two or More Limited Liability
Companies**

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**

Filing fee

The filing fee for a certificate of merger or consolidation of two (2) limited liability companies is **\$75**. A fee of **\$10** is required for each additional corporation involved in the merger or consolidation.

Payment

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.**

NOTICE: There is a \$25 service fee for all checks returned by your financial institution.

Visa, MasterCard, Discover, and American Express are accepted. To use a credit card, please provide the following information:

Credit card number _____

Billing zip code _____ **Expiration date** _____

Daytime phone and contact person

Fax filing available

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.

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.

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.

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.

Signature

Pursuant to K.S.A. 17-7681(b) and K.S.A. 17-7908(b), a certificate of merger or consolidation shall be signed by one or more authorized persons on behalf of the surviving or resulting limited liability company.

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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.

Note: At least one of the merging entities must be a Kansas limited liability company.

Please check one:

Merger Consolidation

1. Name, business entity ID number (if known), and state or jurisdiction of organization of each limited liability company:

(17-7681(b)(1))

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

If additional space is needed use attachment provided.

| Name of Limited Liability Company | State/Jurisdiction | ID Number |
|-----------------------------------|--------------------|-----------|
| Name of Limited Liability Company | State/Jurisdiction | ID Number |
| Name of Limited Liability Company | State/Jurisdiction | ID Number |
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| Name of Limited Liability Company | State/Jurisdiction | ID Number |

2. An agreement of merger or consolidation has been approved and executed by each of the limited liability companies which is to merge or consolidate. (17-7681(b)(2))

3. The name of the surviving or resulting limited liability company:

(17-7681(b)(3))

Name of Limited Liability Company

4. If the surviving entity of the merger is a Kansas limited liability company, indicate amendments, if any, to the articles of organization of the surviving Kansas limited liability company to change its name, registered office or resident agent as are desired to be effected by the merger: (17-7681(b)(4))

The articles are not being amended.

New name of limited liability company:

Name of Limited Liability Company

New address of registered office in Kansas:

Street Address

| | | |
|------|-----------|-----|
| City | State | Zip |
| | KS | |

New name of resident agent:

Name

5. Effective date:
(17-7681(b)(5))

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 merger or consolidation is on file at a place of business of the surviving or resulting limited liability company at the following address: (17-7681(b)(6))

| | | |
|----------------|-------|-----|
| Street Address | | |
| City | State | Zip |

7. A copy of the agreement of consolidation or merger will be furnished by the surviving or resulting limited liability company, on request and without cost, to any member of any limited liability company which is to merge or consolidate. (17-7681(b)(7))

8. If the surviving or resulting limited liability company is not a domestic limited liability company, the surviving or resulting limited liability company agrees that it may be served with process in the state of Kansas in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed by the Secretary of State to the following address: (17-7681(b)(8))

| | | |
|----------------|-------|-----|
| 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 Person of Surviving or Resulting Limited Liability Company X | Name of Signer (printed or typed) |
| Signature of Authorized Person of Surviving or Resulting Limited Liability Company X | Name of Signer (printed or typed) |
| Signature of Authorized Person of Surviving or Resulting Limited Liability Company X | Name of Signer (printed or typed) |

