



**Secretary of State
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

Business Entities Submission Cover Sheet

For fastest service, file online at bizfileOnline.sos.ca.gov.

Instructions:

- Complete and include this form with your paper submission. This form will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In-person submissions (excluding Statements of Information): \$15 special handling fee. Do not include a \$15 special handling fee when submitting documents by mail.
- All submissions are reviewed in the date order of receipt, with online submissions given priority. For updated processing time information, visit www.sos.ca.gov/business/be/processing-dates.
- To obtain a certified copy, include certification fees with your submission.

Note: All correspondence related to your submission will be sent to the name and address on your check or money order.

Contact Person (Please type or print legibly):

First Name: _____ Last Name: _____

Phone Number: _____ Email: _____

Entity Information (Please type or print legibly):

Entity Name: _____

Entity Number (if applicable): _____

Comments: _____

Certificate of Ownership

_____ and _____ certify that:

1. They are the **president** and the **secretary**, respectively, of (Name of Surviving Corporation), a California corporation, with California Entity Number (Secretary of State Entity Number).

2. This corporation owns 100% of the outstanding share of (Name of Disappearing Corporation), a California corporation, with California Entity Number (Secretary of State Entity Number).

3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge (Name of Disappearing Corporation), its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to California Corporations Code section 1110.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

The sample Certificate of Ownership is for use by a parent corporation owning 100 percent of the outstanding shares of the subsidiary. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to California Corporations Code section 1110.

Agreement of Merger

This Agreement of Merger is entered into between (Name of Surviving Corporation), a California corporation, with California Entity Number (Secretary of State Entity Number), (herein "Surviving Corporation") and (Name of Disappearing Corporation), a California corporation (herein "Merging Corporation"), with California Entity Number (Secretary of State Entity Number).

1. Merging Corporation shall be merged into Surviving Corporation.

NOTE: Use only one of the #2 statements. DO NOT USE BOTH STATEMENTS

2. The outstanding shares of Merging Corporation shall be canceled without consideration.

OR

2. Each outstanding share of Merging Corporation shall be converted into _____ shares of Surviving Corporation.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

(Name of Surviving Corporation)

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

(Name of Disappearing Corporation)

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

This sample Agreement of Merger is for use by stock corporations when there is only one class of shares and 100% shareholder approval is received. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to California Corporations Code section 1103.

Sample – Officers' Certificate / Stock

Certificate of Approval of Agreement of Merger

_____ and _____ certify that:

1. They are the president and the secretary, respectively, of (Name of Corporation), a California corporation, with California Entity Number (Secretary of State Entity Number).
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is _____.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary

This sample officers' certificate is for use by stock corporations when there is only one class of shares and 100% shareholder approval is received. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to California Corporations Code section 1103.

An officers' certificate for each corporation MUST accompany the Agreement of Merger.

Sample - Nonprofit

Agreement of Merger

This Agreement of Merger is entered into between (Name of Surviving Corporation), a California Nonprofit (Public Benefit, Mutual Benefit OR Religious) corporation, with California Entity Number (Secretary of State Entity Number) (herein "Surviving Corporation") and (Name of Disappearing Corporation), a California Nonprofit (Public Benefit, Mutual Benefit OR Religious) corporation, with California Entity Number (Secretary of State Entity Number) (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each membership of Merging Corporation shall be converted into one membership of Surviving Corporation.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

(Name of Surviving Corporation)

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

(Name of Disappearing Corporation)

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

This sample Agreement of Merger is for use by nonprofit corporations having members. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to California Corporations Code sections 6010 et seq., 8010 et seq. or 9640.

Sample – Officers' Certificate / Nonprofit

Certificate of Approval of Agreement of Merger

_____ and _____ certify that:

1. They are the president and the secretary, respectively, of (Name of Corporation), a California Nonprofit (Public Benefit, Mutual Benefit OR Religious) corporation, with California Entity Number (Secretary of State Entity Number).
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the required vote of the members of the corporation.
3. There is only one class of members and the total number of members of the corporation entitled to vote on the merger is _____.
4. No other approvals are required.

NOTE

Use only one
of the #4
statements

DO **NOT** USE
BOTH
STATEMENTS

OR

4. _____ (Identify Others Whose Approval Is Required)

The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of such other person(s).

5. The Attorney General of the State of California has been given notice of the merger.

OR

5. The Attorney General of the State of California has approved the merger.

OR

5. The Attorney General of the State of California is not required to be given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

This sample officers' certificate is for use by nonprofit corporations having members. The sample is provided to be used as a guideline ONLY in the preparation of original documents for filing with the Secretary of State. For other situations, refer to California Corporations Code section 6010 et seq., 8010 et seq. or 9640.

An officers' certificate for each corporation MUST accompany the Agreement of Merger.

Secretary of State **Sample**
APPROVAL-NONPROFIT (REV 03/2022)

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