



SCC896
(07/09)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF MERGER
OF A VIRGINIA NONSTOCK CORPORATION

ARTICLES OF MERGER OF

(names of the corporation(s) and/or eligible entity(ies))

The undersigned, on behalf of the corporation(s) and (if applicable) eligible entity(ies) set forth below, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, state as follows:

1. (Set forth the name of each Virginia or foreign nonstock corporation or eligible entity that will merge, the name of the state or other jurisdiction under whose law each is incorporated, organized or formed, and the name of the domestic or foreign corporation or eligible entity that will be the survivor of the merger.)
2. (Set forth the other provisions of the plan of merger. See Instructions to this form.)
3. (If the survivor of the merger is a Virginia nonstock corporation and its articles of incorporation are being amended, or if a new Virginia nonstock corporation is being created as a result of the merger, in an attachment set forth the amendments to the survivor's articles of incorporation or the articles of incorporation of the new corporation, and make reference to said attachment in this paragraph of the articles of merger. See § 13.1-896 A 2 of the Code of Virginia.)
4. (For each **Virginia nonstock corporation** that is a party to the merger, state whether the plan of merger was approved by the members or adopted by the directors. See Options A and B, below.)

Option A (If member approval of one or more of the corporations was required, with respect to each such corporation, set forth either (1) or (2), below, whichever is applicable.)

- (1) The plan of merger was adopted by unanimous consent of the members on (date). **OR**
- (2) The plan of merger was submitted to the members by the board of directors in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and on (date):
 - (a) **Either** (i) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the amendment(s) was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____

Or (ii) the total number of undisputed votes cast for the plan separately by each voting group was:

Voting group	Total undisputed votes FOR
_____	_____
_____	_____

- (b) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

Option B (If member approval of one or more of the corporations was not required, with respect to each such corporation, set forth that the board of directors adopted the plan of merger by a majority of the directors in office, the date on which the plan was adopted, and the reason why member approval was not required (e.g., because the corporation has no members or no members with voting rights). See §§ 13.1-895 F & G and 13.1-896 of the Code of Virginia.)

5. (Include an appropriate adoption statement for each Virginia eligible entity that is a party to the merger. For a stock corporation, limited liability company, business trust, limited partnership or partnership, see §§ 13.1-720, 13.1-1072, 13.1-1261, 50-73.48:3 and 50-73.128 of the Code of Virginia, respectively.)
6. (Include the following statement for each **foreign corporation or eligible entity** that is a party to the merger.) (name of foreign corporation or eligible entity) certifies that its participation in the merger was duly authorized as required by the law of (jurisdiction of incorporation, organization or formation). (See § 13.1-896 A 5 of the Code of Virginia.)

(Continued on the reverse.)

Executed in the name of the corporation by:

_____ (signature)

_____ (date)

_____ (printed name)

_____ (corporate title)

_____ (corporation's SCC ID no.)

_____ (telephone number (optional))

(The articles must be similarly executed on behalf of each party to the merger by a person authorized to act on behalf of the party. See subsections A and C of § 13.1-896 of the Code of Virginia. The printed name and title of the person signing on behalf of each party must be set forth next to the signature. See § 13.1-804 of the Code.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

THIS FORM IS TO BE USED AS A GUIDE ONLY.

INSTRUCTIONS TO FORM SCC896

Guideform SCC896 has been produced by the Commission as a guide to help you prepare the corporation's articles of merger. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

You can download this guideform from our website at www.scc.virginia.gov/clk/formfee.aspx.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

The plan of merger must include (i) the names of each Virginia or foreign nonstock corporation or eligible entity that will merge and the name of the Virginia or foreign corporation or eligible entity that will be the survivor of the merger; (ii) the terms and conditions of the merger; (iii) the manner and basis of converting the membership interests and any rights to acquire the membership interests of each merging Virginia or foreign nonstock corporation and eligible interests and any rights to acquire the eligible interests of each merging Virginia or foreign eligible entity into membership interests, eligible interests or other securities, obligations, rights to acquire membership interests, eligible interests or other securities, cash, or other property, or any combination of the foregoing; and (iv) any amendments to the survivor's articles of incorporation or organic document. See § 13.1-894 of the Code of Virginia.

If the plan of merger can be amended prior to the effective date of the merger, the plan must include a statement that complies with § 13.1-894 E of the Code of Virginia.

The articles must be executed in the name of each corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to filing if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-815 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.

Send the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23219-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00 plus** any additional charter fee amount required by an amendment to increase the number of authorized shares of a surviving domestic stock corporation, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

If member approval is required, the plan must be approved by each voting group entitled to vote on the plan by MORE THAN 2/3 of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-895 of the Code of Virginia.