



# ARTICLES OF MERGER OR SHARE EXCHANGE OF CORPORATIONS

State Form 39036 (R13 / 6-18)

SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
302 West Washington Street, Room E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576  
[www.sos.in.gov](http://www.sos.in.gov)

- INSTRUCTIONS:**
1. Use 8½" x 11" white paper for attachments.
  2. Please **TYPE** or **PRINT** in **INK**.
  3. Please visit our office on the web at [www.sos.IN.gov](http://www.sos.IN.gov)
  4. Make check or money order payable to the Secretary of State.
  5. Submit original completed paperwork and payment to: 302 West Washington Street, Room E-018, Indianapolis, IN 46204.

**NOTE:** This form is to be used when all parties to the merger or share exchange are for-profit corporations.

**NOTE:** Following the completion of the merger, all assumed names of the non-surviving entity will be cancelled and available for use. If the surviving entity wishes to operate under any of the assumed names owned by the non-surviving entity, the surviving entity must file a Certificate of Assumed Business Name (State Form 30353) for each assumed name along with the Articles of Merger. Failure to do so may result in the assumed name being unavailable for use, as assumed names must now be distinguishable upon the record of the Secretary of State.

## INFORMATION CONTAINED ON THIS PAGE IS NOT PART OF THE PUBLIC RECORD.

Name of business
E-mail address of business (SOS use only)

### RETURN DOCUMENTS TO:

Name		
Street address, line 1		
Street address, line 2		
City	State	ZIP code
Telephone number (     )	E-mail address (If different from above – SOS use only)	





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Indiana Code 23-1-40-1 et. seq.  
23-0.5-9-45

FILING FEE: \$90.00

## ARTICLES OF MERGER / SHARE EXCHANGE OF

\_\_\_\_\_  
(hereinafter the "nonsurviving corporation(s)")

INTO

\_\_\_\_\_  
(hereinafter the "surviving corporation")

### ARTICLE I – SURVIVING CORPORATION

#### SECTION I:

The name of the corporation surviving the merger is \_\_\_\_\_  
and such name ☐ has ☐ has not (designate which) been changed as a result of the merger.

#### SECTION II:

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on \_\_\_\_\_  
(month, day, year).
- b. The surviving corporation is a foreign corporation incorporated under the laws of the State of \_\_\_\_\_ and is  
☐ registered ☐ not registered (designate which) to do business in Indiana.  
If the surviving corporation is registered to do business in Indiana, state the date of registration: \_\_\_\_\_  
(month, day, year)  
(If the Foreign Registration Statement is filed concurrently herewith, state "upon approval of Foreign Registration Statement.")

### ARTICLE II – NONSURVIVING CORPORATION(S)

The name, state of incorporation, and date of incorporation or registration (if applicable), respectively, of each Indiana domestic corporation and registered foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of corporation	
State of domicile	Date of Incorporation or registration in Indiana, if applicable (month, day, year)
Name of corporation	
State of domicile	Date of Incorporation or registration in Indiana, if applicable (month, day, year)
Name of corporation	
State of domicile	Date of Incorporation or registration in Indiana, if applicable (month, day, year)

**ARTICLE III – MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2.)****SECTION 1:** Shareholder vote not required

- ☐ The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**SECTION 2:** Vote of shareholders (Select either A or B.)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes each voting group represented at the meeting is set forth below:

- ☐ A. Unanimous written consent executed on \_\_\_\_\_, 20\_\_\_\_\_, and signed by all shareholders entitled to vote.
- ☐ B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT THE MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

**ARTICLE IV – MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2.)****SECTION 1:** Shareholder vote not required

- ☐ The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**SECTION 2:** Vote of shareholders (Select either A or B.)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes each voting group represented at the meeting is set forth below:

- ☐ A. Unanimous written consent executed on \_\_\_\_\_, 20\_\_\_\_\_, and signed by all shareholders entitled to vote.
- ☐ B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT THE MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

**ARTICLE V – REGISTERED AGENT INFORMATION**

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to [INBIZ.in.gov](http://INBIZ.in.gov).

**Electronic Service of Process Information**

**Sending an e-mail to the e-mail address provided by a registered agent is NOT sufficient to effectuate valid service of process.**

The Secretary of State is currently collecting a service of process e-mail address for registered agents. Until the Indiana Supreme Court writes rules and develops a technical solution, valid service may not be effectuated electronically.

If you do not want to provide a service of process e-mail address, you may choose to use a commercial registered agent. Because all commercial registered agents are required to have a service of process e-mail address on record with the Secretary of State, choosing to use a commercial registered agent means that you are not required to provide another service of process e-mail address.

Provide either commercial registered agent or noncommercial registered agent information below.

<input type="checkbox"/> Commercial registered agent	Name of registered agent (Do not provide address.)
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**OR**

<input type="checkbox"/> Noncommercial registered agent	Name of registered agent
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Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)	City	State <b>IN</b>	ZIP code
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E-mail address of the registered agent at which the registered agent will accept electronic service of process

- ☐ By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Merger / Share Exchange has consented to the appointment of Registered Agent.

**SIGNATURE**

In witness whereof, the undersigned being the \_\_\_\_\_ of the surviving corporation executes  
(title)  
these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury, that the statements contained herein are true,  
this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Signature

Printed name