



State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Articles of Merger for
Parent/Subsidiary Corporations

(Section 351.447, RSMo)
(Submit with filing fee of \$30.00)

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- 1. That [Name of Corporation] of [Charter Number] of [Parent State]
2. That [Name of Corporation] of [Charter Number] of [Parent State]
3. That [Name of Corporation] of [Charter Number] of [Parent State]

are hereby merged and that the above named [Name of Corporation] is the surviving corporation. [Charter Number]

4. That the Board of Directors of [Name of Corporation] met on [month/day/year] and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

5. That the Board of Directors of [Name of Corporation] met on [month/day/year] and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

6. That the Board of Directors of [Name of Corporation] met on [month/day/year] and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

8. That the resolution of the Board of Directors of the parent corporation, [Name of Corporation], approving the Plan of Merger is as follows;

(Please see next page)

Name and address to return filed document:
Name:
Address:
City, State, and Zip Code:

9. That the parent corporation, is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of merger by the Secretary of State of the State of Missouri.

10. PLAN OF MERGER

1. _____ of _____ is the survivor.

2. All of the property, rights, priveleges, leases and patents of the _____

are to be transferred to and become the property of _____

_____ the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of _____ shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. *[To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations party to the merger.]*

The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

5. *[To be completed if the parent corporation is not the surviving corporation.]*

a. The outstanding shares of _____

parent corporation, shall be exchanged for shares of _____

_____, surviving corporation on the following basis:

b. The proposed merger has been approved either by:

receiving the affirmative vote of at least two-thirds of the outstanding shares of _____

_____ parent corporation, entitled to vote thereon at a meeting thereof duly called and held on _____, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving corporation is solvent and will retain the name of the parent.

(Please see next page)

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
 - a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation.
 - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is
 - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor are/are not amended as follows:

An officer of each entity must sign.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
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