

Form 621**(Revised 12/15)**

Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709

Filing Fee: [see instructions](#)

This space reserved for office use.

**Certificate of Merger
Domestic Entity
Divisional Merger
Business Organizations Code**

Merging Entity Information

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to the filing entity, the undersigned submits this certificate of merger to divide itself into two or more new domestic entities or other organizations or divide itself into a surviving domestic entity and one or more new domestic or foreign entities or non-code organizations.

The name of the domestic filing entity that is dividing itself is:

Its principal place of business is:

Address _____ *City* _____ *State* _____

The file number issued to the filing entity by the secretary of state is: _____

The entity is organized as a

(Provide organizational form of domestic entity; e.g., for-profit corporation, limited partnership, etc.)

The filing entity will survive the merger. The filing entity will not survive the merger.

The plan of merger amends the name of the merging entity. The new name is set forth below.

Name as Amended

Plan of Merger

The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

Instead of providing the plan of merger, the domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization provided in this form.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger.

Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.

3A. No amendments to the certificate of formation are being effected by the merger.

3B. No amendments to the certificate of formation are being effected by the merger or by the restated certificate of formation, which is attached to the certificate of merger.

3C. The plan of merger effected an amendment and restatement of the certificate of formation of the surviving filing entity. The amendments being made are set forth in the attached restated certificate of formation containing amendments.

3D. The plan of merger effected changes or amendments to the filing entity's certificate of formation. The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

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4. Organizations Created by Merger:

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<i>Name of New Organization 1</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>
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<i>Name of New Organization 2</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>
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<i>Name of New Organization 3</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip</i>
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Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation and by the governing documents of the merging filing entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Text Area

1. **What is the primary purpose of the proposed legislation?**

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date:

Signature and title of authorized person on behalf of the merging filing entity