

Form 624**(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
for Nonprofit Corporations****Parties to the Merger**

Pursuant to chapter 10 and Title 2 of the Texas Business Organizations Code, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

The file number, if any, is

*State**Country**Texas Secretary of State file number*

Its principal place of business is

*Address**City**State*☐ The organization will survive the merger. ☐ The organization will not survive the merger.☐ The plan of merger amends the name of the organization. The new name is set forth below.*Name as Amended*

Party 2

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

The file number, if any, is

*State**Country**Texas Secretary of State file number*

Its principal place of business is

*Address**City**State*☐ The organization will survive the merger. ☐ The organization will not survive the merger.☐ The plan of merger amends the name of the organization. The new name is set forth below.*Name as Amended*

Party 3

Name of Organization

The organization is a nonprofit corporation. It is organized under the laws of:

The file number, if any, is _____

State

Country

Texas Secretary of State file number

Its principal place of business is _____

Address

City

State

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. 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

In lieu of providing the plan of merger, each domestic nonprofit corporation certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic or foreign nonprofit corporation that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic or foreign nonprofit corporation to any member of any domestic nonprofit corporation that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic nonprofit corporations or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

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 of any surviving nonprofit corporation that is a party to the merger are effected by the merger.

3B. ☐ No amendments to the certificate of formation of any surviving nonprofit corporation are being effected by the merger or by the restated certificate of formation of the surviving nonprofit corporation named in the attached restated certificate of formation.

3C. ☐ The plan of merger effected an amendment and restatement of the certificate of formation of a surviving nonprofit corporation. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D. ☐ The plan of merger effected amendments or changes to the following surviving nonprofit corporation's certificate of formation.

Name of filing entity effecting amendments

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| |
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4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each domestic or foreign nonprofit corporation to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic nonprofit corporation 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> |
| | | |
| <i>Principal Place of Business Address</i> | <i>City</i> | <i>State Zip Code</i> |
| | | |
| <i>Name of New Organization 2</i> | <i>Jurisdiction</i> | <i>Entity Type (See instructions)</i> |
| | | |
| <i>Principal Place of Business Address</i> | <i>City</i> | <i>State Zip Code</i> |
| | | |
| <i>Name of New Organization 3</i> | <i>Jurisdiction</i> | <i>Entity Type (See instructions)</i> |
| | | |
| <i>Principal Place of Business Address</i> | <i>City</i> | <i>State Zip</i> |

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

☐ The approval of the members of _____
Name of domestic nonprofit corporation
 was not required by the provisions of the BOC.

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

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.
- ☐ In lieu of providing the tax certificate, one or more of the surviving, acquiring or 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, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: _____

Merging Entity Name

Signature and title of authorized person (see instructions)

Printed or typed name of authorized person

Merging Entity Name

Signature and title of authorized person (see instructions)

Printed or typed name of authorized person

Merging Entity Name

Signature and title of authorized person (see instructions)

Printed or typed name of authorized person