

Form 422—General Information

(Amendment to Registration To Disclose a Change Resulting from a Conversion or Merger)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

This form complies with [section 9.009\(a-1\)](#) of the Texas Business Organizations Code (BOC) in order to disclose a change that results from: (1) a conversion from one type of foreign filing entity to another type of foreign entity with the converted filing entity making the amendment succeeding to the registration of the foreign converting entity; or (2) a merger of a foreign filing entity into another foreign filing entity with the surviving or resulting foreign filing entity making the amendment succeeding to the registration of the merging entity.

Form 406 should be used to amend the registration of a foreign filing entity to reflect a change other than a transfer of the registration as a result of a conversion or merger.

Form 407 should be used to amend the registration of a foreign limited liability partnership.

Form 411 should be used to amend the registration of a foreign financial institution.

Form 412 should be used to amend the registration of a foreign limited partnership.

Other Filings May Be Required: While the BOC provides for transfer of the registration, there is no similar provision in the Assumed Business or Professional Name Act (chapter 71, Texas Business and Commerce Code). [Section 71.152](#) provides that whenever there is a material change in information related to an assumed name certificate a new certificate must be filed.

If the converting or merging entity is the holder of a license or permit, please check with the issuing agency to determine what action must be taken in order for the license or permit to be reissued, assigned or converted to the entity succeeding to the registration after a conversion or merger.

Instructions for Form

- Items 1-3—Entity Information:** The amendment to registration must contain the legal name of the entity that currently holds the application for registration that is being transferred as a result of a conversion or merger. If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state should be set forth on the amendment to registration. It is recommended that the date the original application for registration was filed and the file number assigned by the secretary of state be provided to facilitate processing of the document.
- Items 4A-4B—Reason for Transfer of Registration:** Indicate whether the transfer of the registration is a result of a conversion (option 4A) or merger (option 4B). Set forth the full legal name of the entity succeeding to the registration, its jurisdiction of organization, and the entity type (e.g., limited liability company).
- Item 5—Changes to the Registration:** To change the registration of the converting or merging entity, complete an application for registration of the type applicable to the entity that is succeeding to the registration and attach that revised registration to this amendment to registration. There is no additional filing fee for the revised application. The SOS file number assigned to the original

registration will be retained and will apply to the entity succeeding to the registration. The information provided in the revised registration relating to the successor entity will be entered into the SOS records.

- **Effectiveness of Filing:** An amendment to registration becomes effective when filed by the secretary of state (option A). However, pursuant to [sections 4.052 and 4.053](#) of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the instrument to take effect under option C, the entity must, within ninety (90) days of the filing of the instrument, file a statement with the secretary of state regarding the event or fact pursuant to [section 4.055](#) of the BOC.

On the filing of an instrument with a delayed effective date or condition, the computer records of the secretary of state will show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was conditioned on the occurrence of a future event or fact.

- **Execution:** Pursuant to [section 4.001](#) of the BOC, the amendment to registration must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument. Generally, a governing person or managerial official of the entity succeeding to the registration would sign the filing instrument.

The amendment to registration need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under [section 4.008](#) of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for an amendment to registration is **\$150**, unless the foreign filing entity is a nonprofit corporation or a cooperative association. The filing fee for a nonprofit corporation or a cooperative association is **\$25**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission ([Form 807](#)). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.