

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Merger  
of a Delaware Corporation  
into a Foreign Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger for a Delaware Corporation merging into a Foreign Corporation to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$239.00. If the document is more than 1 page, \$9 must be submitted for each additional page. You will receive a stamped “Filed” copy of the submitted document. A certified copy may be requested for an additional \$50. Expedited services are available for an additional fee. Please contact our office concerning these fees or our fee chart can be consulted at [www.corp.delaware.gov](http://www.corp.delaware.gov).

The Franchise Tax Section should be contacted concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing fees must accompany the Certificate. Please make the check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 02/19

*Special Instructions – Certificate of Merger of Delaware Corporation into Foreign Corporation*

*This form is to be used as a Template only. The following instructions will help you in correctly completing the Merger Certificate. The instructions are numbered to correspond with the article being referenced.*

- 1. The current name and state of incorporation of the foreign corporation and the current name of the Delaware corporation exactly as it exists in our records. Please visit our website to verify the name of the Delaware corporation.*
  - 2. A statement that the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.*
  - 3. The current name and state of incorporation of the surviving foreign corporation.*
  - 4. A statement that the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.*
  - 5. The effective date of the merger; which must include the month, day and year. The date must be listed as either the date the document is received by the Division or a future date that is within 90 days of the file date.*
  - 6. List the address of the surviving foreign corporation at which the Agreement of Merger is on file.*
  - 7. A statement that the Agreement of Merger will be provided to any stockholder of any constituent corporation.*
  - 8. List the address of the surviving foreign corporation at which the Delaware Secretary of State may forward service of process.*
- Execution Block** - *The document must be signed by an Authorized Officer of the surviving foreign corporation. The name of the person must be typed or written legibly underneath the signature.*

*This form contains the basic information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at [corp@delaware.gov](mailto:corp@delaware.gov).*

*Sincerely,  
Delaware Division of Corporations*

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned surviving corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is \_\_\_\_\_  
\_\_\_\_\_, a \_\_\_\_\_ corporation,  
and \_\_\_\_\_,  
a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is \_\_\_\_\_  
\_\_\_\_\_, a \_\_\_\_\_ corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on \_\_\_\_\_.

**SIXTH:** The Agreement of Merger is on file at \_\_\_\_\_  
\_\_\_\_\_, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at \_\_\_\_\_.

By: \_\_\_\_\_  
Authorized Officer

Name: \_\_\_\_\_  
Print or Type

Title: \_\_\_\_\_