

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): ___ Merger ___ Consolidation

2. Name of Surviving Business Entity:

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name Jurisdiction Identification # Assigned by Treasurer (if applicable)

4. Date Merger/Consolidation adopted:

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name

Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)_____

-b Corp. Name

Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)_____

-c Corp. Name

Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____

Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)_____

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.):

Signature	Name	Title	Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

Instructions for Form UMC-2
CERTIFICATE OF MERGER OR CONSOLIDATION
PROFIT CORPORATIONS
(Title14A)

****New Jersey law prohibits domestic corporations from merging/consolidating with another business entity if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized.**

****“Other business entity” is defined as a corporation, business trust, common-law trust, or other unincorporated business, including a partnership, and a foreign limited liability company.**

STATUTORY FEE: **\$75** plus an additional fee of \$20 for each Tax Clearance Certificate attached.
The MANDATORY fields are:

Field #1 -- Type of Filing

Indicate whether you are submitting a merger or consolidation filing.

Field # 2 -- Name Of Surviving Business Entity

List the name of the surviving entity. If the surviving entity is to have a new name, remember that the name availability provisions apply. **

**The name must be distinguishable from other names on the State’s database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability, reservation/registration services and fees, visit the Division’s WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m.- 4:30 p.m.

Field # 3 -- Name(s)/Jurisdiction(s) Of All Participating Business Entities

List the name and home jurisdiction of each business entity (participants) involved in the merger/consolidation.

Field # 4—Date Plan adopted

State the date the shareholders of the surviving business entity approved the Merger/Consolidation plan.

Field # 5-- Voting

For each **corporation** involved, indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).

Field # 6 – Service of Process/ATTESTATIONS

Add statements indicating that the Surviving Business Entity: may be served with process involving a domestic or foreign corporation that is party to the merger/consolidation; may be served process for proceedings affecting the rights of dissenting shareholders of participating domestic corporations; and agrees to promptly pay to dissenting shareholders of participating domestic corporations the amount they are entitled under the provisions of Title 14A. Finally, if the surviving business entity is not authorized or registered by the State Treasurer, add a statement appointing the New Jersey State Treasurer as agent to accept service of process and an address to which the Treasurer may mail such service (Field #6). Form UMC -2 provides the required statements.

Field # 7—EFFECTIVE DATE (as needed)

Specify the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date. The filing date is the date the document is received for processing.

ATTACHMENTS

Attach the plan of merger or consolidation. If the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.

TAX CLEARANCE

A tax clearance certificate, issued by the New Jersey Division of Taxation must be obtained and submitted with the merger/consolidation documents for each participating corporation when the surviving or resulting business is not a registered or authorized domestic or foreign business entity in New Jersey. There is a \$25.00 fee that is to be submitted with each [Application for the Tax Clearance Certificate](#) (Form A-5088-TC).

EXECUTION (Signature/Date)

Have the chairman, president or vice-president of the **each business entity** sign. Also, list the date of execution (signature).

* * * * *

These documents should be filed in duplicate.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above. For FAX Filing information , visit

<http://www.state.nj.us/treasury/revenue/dcr/programs/ffs.html> .)