



Ohio Revised Code

Section 1702.43 Certificate of merger or consolidation.

Effective: January 30, 2014

Legislation: House Bill 72 - 130th General Assembly

(A) Upon adoption by each constituent entity of an agreement of merger or consolidation pursuant to section 1702.41 or 1702.411 of the Revised Code, a certificate of merger or consolidation signed by any authorized representative of each constituent entity, shall be filed with the secretary of state. The certificate shall be on a form prescribed by the secretary of state and shall set forth only the information required by this section.

(1) The certificate of merger or consolidation shall set forth all of the following:

(a) The name of each constituent entity and the state under whose laws each constituent entity exists;

(b) A statement that each constituent entity has complied with all of the laws under which it exists and that the laws permit the merger or consolidation;

(c) The name and mailing address of the person or entity that is to provide, in response to any written request made by a member or other person, a copy of the agreement of merger or consolidation;

(d) The effective date of the merger or consolidation, which date may be on or after the date of the filing of the certificate;

(e) The signature of each representative authorized to sign the certificate on behalf of each constituent entity and the office each representative authorized to sign holds or the capacity in which the representative is acting;

(f) A statement that the agreement of merger or consolidation is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so;



- (g) In the case of a merger, a statement that one or more specified constituent entities will be merged into a specified surviving entity or, in the case of a consolidation, a statement that the constituent entities will be consolidated into a new entity;
- (h) In the case of a merger, if the surviving entity is a foreign entity not licensed to transact business in this state, the name and address of the statutory agent upon whom any process, notice, or demand may be served;
- (i) In the case of a consolidation, the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity or the new entity may be served.
- (2) In the case of a consolidation into a new domestic corporation, the articles of incorporation of the new domestic corporation shall be filed with the certificate of consolidation.
- (3) In the case of a merger into a domestic corporation, any amendments to the articles of incorporation of the surviving domestic corporation shall be filed with the certificate of merger. Filing requirements with respect to mergers and consolidations in which a domestic corporation is not the surviving or resulting entity shall be subject to division (B) of section 1702.43 of the Revised Code.
- (4) If the surviving or new entity is a foreign entity that desires to transact business in this state as a foreign corporation, limited liability company, limited partnership, or unincorporated association, the certificate of merger or consolidation shall be accompanied by the information required by division (A)(3)(h), (i), (j), or (k) of section 1702.411 of the Revised Code, whichever is applicable.
- (5) If a domestic or foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger or consolidation is not a domestic or foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (G) of section 1702.47 of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation



licensed to transact business in this state.

(B) If any constituent entity in a merger or consolidation is organized or formed under the laws of a state other than this state or under any chapter of the Revised Code other than this chapter, there also shall be filed in the proper office all documents that are required to be filed in connection with the merger or consolidation by the laws of that state or by that chapter.

(C) Upon the filing of a certificate of merger or consolidation and other filings as described in division (B) of this section, or at a later date that the certificate of merger or consolidation specifies, the merger or consolidation shall become effective.

(D) The secretary of state shall furnish, upon request and payment of the fee specified in division (D) of section 111.16 of the Revised Code, a certificate setting forth the name and form of each constituent entity and the state under whose laws each constituent entity existed prior to the merger or consolidation, the name and form of the surviving or new entity and the state under whose laws the surviving entity exists or the new entity is to exist, the date of filing of the certificate of merger or consolidation with the secretary of state, and the effective date of the merger or consolidation. The certificate of the secretary of state or a copy of the merger or consolidation certified by the secretary of state may be filed for record in the office of the county recorder of any county in this state and, if filed, shall be recorded in the official records of that county. For that recording, the county recorder shall charge and collect the same fee as in the case of deeds.