



Ohio Revised Code

Section 1705.38 [Repealed Effective 2/11/2022 - See R.C. 1706.83] Certificate of merger or consolidation.

Effective: January 30, 2014

Legislation: House Bill 72

(A) Upon the adoption by each constituent entity of an agreement of merger or consolidation pursuant to section 1705.36 or 1705.37 of the Revised Code, a certificate of merger or consolidation shall be filed with the secretary of state that is signed by a manager of each constituent limited liability company in which the management is not reserved to its members, by at least one member of each other constituent limited liability company, by at least one general partner of each constituent partnership, and by an authorized representative of each other constituent entity. The certificate shall be on a form prescribed by the secretary of state and shall set forth only the information required by this section.

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

(a) The name and the form of entity of each constituent entity and the state under the laws of which 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 shareholder, partner, or other equity holder of a constituent entity, 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 the representative or representatives authorized to sign the certificate on behalf of each constituent entity and the office held 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 the persons who signed the certificate on behalf of each entity are 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, limited liability company, or limited partnership, the articles of incorporation, the articles of organization, or the certificate of limited partnership of the new domestic entity shall be filed with the certificate of merger or consolidation.

(3) In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger or consolidation.

(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, or limited partnership, the certificate of merger or consolidation shall be accompanied by the information required by division (B)(8), (9), or (10) of section 1705.37 of the Revised Code.

(5) If a foreign or domestic 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 foreign or domestic 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 (H) of section 1701.86 of the Revised Code, with respect to each domestic constituent 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.

(C) 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.

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

(E)(1) Upon request and payment of the fee specified in division (D) of section 111.16 of the Revised Code, the secretary of state shall furnish the secretary of state's certificate setting forth all of the following:

(a) The name and form of entity of each constituent entity and the states under the laws of which each constituent entity existed prior to a merger or consolidation;

(b) The name and the form of entity of the surviving or new entity and the state under the laws of which the surviving entity exists or the new entity is to exist;

(c) The date of the filing of the certificate of merger or consolidation in the secretary of state's office;

(d) The effective date of the merger or consolidation.

(2) The certificate of the secretary of state or a copy of a certificate of merger or consolidation that has been 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



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county. For that recording, the county recorder shall charge and collect the same fees as for recording a deed.