

Statement of Merger

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026

Instructions M075i

General Information

Applicable law. The Arizona Entity Restructuring Act, effective January 1, 2015, sets out the procedural aspects of mergers for all entity types. See, in general, A.R.S. §§ 29-2101 thru 2703; for merger, A.R.S. §§ 29-2201 thru 29-2207. Mergers for the various entity types are also governed by other statutes, see, e.g. A.R.S. §§ 10-1101 thru 1108 (for-profit corporations); 10-11101 thru 11108 (nonprofit corporations); and A.R.S. §§ 29-4001 thru 4005 (LLCs). The requirements for the Statement of Merger are set forth in A.R.S. § 29-2205. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Which entity should file the Statement of Merger with the ACC?

If the surviving entity or any merging entity is an Arizona corporation or LLC, then the Statement of Merger must be filed with the ACC. For example, if the surviving entity is an Arizona corporation or LLC, that survivor would file the Statement of Merger with the ACC. If a merging entity is an Arizona corporation or LLC, but the survivor is a foreign entity, then the Statement still must be filed with the ACC. Which particular entity submits it for filing is not mandated by statute. Only one Statement, appropriately signed as required by statute, should be filed with the ACC.

What attachments are required?

The attachments are delineated on the ACC form for the Statement of Merger. The surviving entity type determines what will be attached. If the surviving entity is an existing Arizona corporation or LLC and is amending its articles, Articles of Amendment must be attached. If the surviving entity is a new Arizona LLC or an Arizona corporation, Articles of Organization or Articles of Incorporation, respectively, must be attached to the Statement of Merger. If the surviving entity is an Arizona LLP, the Statement of Qualification must be attached to the Statement of Merger. If the surviving entity is a foreign LLC or

foreign corporation that will be qualified to transact business in Arizona, the Foreign Registration Statement Application for Authority, respectively, must be attached to the Statement.

NOTE: Any Articles, Application, or Statement attached to the Statement of Merger must separately meet all the statutory filing requirements for that document type. The filing fee for that document type must also be paid (in addition to the fee for the Statement of Merger) when the Statement of Merger is filed.

When is the Statement of Merger effective?

If no date is specified – if no delayed date is specified in the Statement of Merger, and if the Statement of Merger and any attachments thereto meet all statutory filing requirements and all fees are paid, the Statement is effective on the date the Statement was delivered to the Arizona Corporation Commission.

If a delayed effective date or time or both is specified – if the Statement plus any attachments meets all statutory filing requirements and all fees are paid, the Statement would be effective on the specified time and date. If a delayed date is specified, but no time is given, then the time used will be 12:01 a.m. Mountain Standard Time. A delayed effective date may not be later than the ninetieth (90th) day after the date the Articles are delivered to the Commission for filing.

If all filing requirements were not met, the Arizona Corporation Commission will send notice that additional information and/or fees are required.

Is publication of the Statement of Merger required? Yes. See A.R.S. §§ 10-1105 (for-profit corporations); 10-11105 (nonprofit corporations); 29-4005 (LLCs). DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE DOCUMENT FOR FILING. The approval letter you will receive from the Arizona Corporation Commission will contain information on how to publish.

Filing fee. If the Arizona entity on whose behalf the Statement is filed is an Arizona corporation, the filing fee is \$100. See A.R.S. § 10-122. If the Arizona entity on whose behalf the Statement is filed is an Arizona LLC, the filing fee is \$50. See A.R.S. § 29-3213. For expedited processing, add \$35.00. For Two-Hour Service, add \$400.00. For Same Day Service, add \$200.00. For Next Day Service, add \$100.00. For questions, contact our Call Center at 602-542-3026. All fees are nonrefundable. See A.R.S. §§ 10-122, 10-3122, 29-3213

NOTE: The filing fee for any Articles, Application, or Statement attached to the Statement of Merger must also be paid (in addition to the fee for the Statement of Merger) when the Statement of Merger is filed.

Processing time. Processing times are posted on our website each Monday at www.ecorp.azcc.gov

For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. §§ 10-122; 10-3122; 29-3213. The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. Same Day/Next Day Service fees, See Decision No. 77503, December 17, 2019, as amended on January 15, 2020. Docket No. ACC-00000A-19-0213.

Instructions

Number 1. Give the exact name of the surviving entity. "Surviving entity" means the entity that continues in existence after, or that is organized as a result of, a merger. A.R.S. § 29-2102(44). If the surviving entity is an Arizona corporation or LLC, or is a foreign entity already on the ACC system, the name must match exactly the entity name as shown in ACC records at the time the Statement is submitted for filing. If the surviving entity is an Arizona LLP, the entity name must match exactly the name as shown in the records of the Secretary of State of Arizona at the time the Statement is submitted for filing.

NOTE – if the surviving entity is a new entity, be sure and include within the name the appropriate entity identifier. For example, if a new corporation is being created as the surviving entity, an appropriate corporation identifier must be part of the entity name. For LLC naming requirements, see A.R.S. § 29-3112, or the Instructions to the ACC form for Articles of Organization. For corporation naming requirements, see A.R.S. § 10-401 or 10-3401 (nonprofits), or the Instructions to the ACC form for Articles of Incorporation for your corporation type. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Number 1.1. Give the jurisdiction of organization of the surviving entity. “Jurisdiction of organization” means the jurisdiction whose law includes the governing statute of the entity. For example, if the surviving entity is an Arizona corporation, then the jurisdiction of organization is Arizona.

Number 1.2. Check the appropriate box to indicate the surviving entity type, such as an existing corporation or LLC, or a new corporation or LLC. Follow the instruction, if any, beside the box you check.

Number 2. Complete the requested information for all merging entities other than the surviving entity. “Merging entity” means an entity that is a party to a merger and that exists immediately before the merger becomes effective. A.R.S. § 29-2102(30). Give the exact name of the merging entity, its entity type (e.g. corporation, LLC), and its jurisdiction of organization.

NOTE - If a merging entity is an Arizona corporation or LLC, or is a foreign entity already on the ACC system, the name must match exactly the entity name as shown in ACC records at the time the Statement is submitted for filing. If a merging entity is an Arizona LLP, the entity name must match exactly the name as shown in the records of the Secretary of State of Arizona at the time the Statement is submitted for filing.

Number 3. Provide the Arizona known place of business address for the

surviving entity if it is one of the listed entity types, i.e., an entity already on the ACC system. If the surviving entity is a foreign entity that is not already qualified in Arizona, leave this number blank.

Number 4. Provide the statutory agent for the surviving entity if it is one of the listed entity types, i.e., an entity already on the ACC system. If the surviving entity is a foreign entity that is not already qualified in Arizona, leave this section blank. If the surviving entity is an LLC, mailing address is required.

NOTE – do not forget to attach the Statutory Agent Acceptance form if section 4 is completed.

Number 5. If the surviving entity is a foreign entity that will not be qualified to transact business in Arizona, provide a mailing address to which service of process may be mailed in the future by the ACC. If the surviving entity will be qualified in Arizona or is an Arizona entity, leave this section blank.

Number 6. See A.R.S. § 29-2203, which sets forth the requirements for approval of the merger by the by all merging entities.. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes. By signing the Statement of Merger, the signer is declaring under the penalty of perjury that the statement made in number 6 is true. Do not sign or submit the Statement for filing if number 6 is not true.

Number 7. Please refer to “When is the Statement of Merger effective” under General Information above. If the Statement is to be effective (once approved) on the date it was delivered to the ACC, leave this section blank.

Signature and Verification

Each merging entity must sign. If the surviving entity is also a merging entity, the surviving entity must also sign.

The appropriate representative of each merging entity must sign the Statement. If the merging entity is a corporation, an officer or the Chairman of the Board of Directors must sign. If the merging entity is a manager-managed LLC, then any manager can sign. If the merging entity is a member-managed LLC, then any member can sign.

The document is submitted under penalty of law, the “I accept” box must be checked.

Complete all information in the signature box. Sign on the line by “signature.” Print the name of the individual signing by the section for “print name.” Give the title (officer, manager, etc.) of the person signing. THE TITLE OF THE PERSON SIGNING MUST BE PROVIDED OR THE DOCUMENT WILL BE REJECTED. Fill in the date.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: www.ecorp.azcc.gov

What to submit:

1. Cover Sheet;
2. Statement of Merger;
3. If applicable, attach one of the following: Articles of Amendment; Articles of Incorporation; Articles of Organization; Foreign Registration Statement; or Application for Authority;
4. If applicable, attach a Statutory Agent Acceptance; and
5. Payment for the Statement plus payment for attachments, if applicable.

By Mail. Mail the completed paper document, order form, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division - Examination Section
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, order form, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division - Examination Section
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document online or in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa or MasterCard.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. We will not accept checks drawn on non-U.S. banks.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable in the Phoenix office ONLY (Tucson does not accept cash). Do not mail cash.

NOTE: No bills larger than \$20.00 will be accepted.

Questions

For questions, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.