

CM

KANSAS SECRETARY OF STATE
Certificate of Merger/Consolidation
 All Business Types

INSTRUCTIONS FOR FILING CERTIFICATE OF MERGER/ CONSOLIDATION

**SUBMIT THE DOCUMENTS
WITHOUT THIS PAGE**

Note: All documents filed by the Secretary of State's office are considered public record and may be viewable online.

How to complete the certificate of merger for two or more businesses:

This document may be submitted for a merger involving any business types that are either domestic (Kansas) or foreign (non-Kansas) businesses.

Each of the numbered instructions below corresponds to a section on the form.

1. Indicate if the certificate is for a merger or consolidation.

For mergers only: If the merger involves amending the survivor's formation document, either a certificate of amendment or, if the survivor is a domestic (Kansas) business, a restated formation document may be attached.

For consolidations only: The formation document of the newly formed business must be attached to the consolidation. Only domestic (Kansas) businesses may be the resulting business. The resulting business cannot be a foreign (non-Kansas) business.

2. Each business merging into the survivor must be listed with the following information:
 - a. List each business's full legal name including words of formation (e.g., LLC, Inc., etc.)
 - b. List the jurisdiction of each of the businesses. This is the state or country of origin for the business.
 - c. List the business type for each of the businesses. Examples include LLCs, corporations, LLPs, etc.
 - d. List the ID number that was issued by the Kansas Secretary of State's Office (this is not a tax ID number) for each of the businesses. ID numbers may be found by clicking on our website at <https://www.sos.ks.gov/eforms/BusinessEntity/Search.aspx>. If the business isn't qualified in Kansas, leave the ID number blank.

3. List the business who is to be the survivor of the merger with the following information:
 - a. List each business's full legal name including words of formation (e.g., LLC, Inc., etc.)
 - b. List the jurisdiction of each of the businesses. This is the state or country of origin for the business.
 - c. List the business type for each of the businesses. Examples include LLCs, corporations, LLPs, etc.
 - d. List the ID number that was issued by the Kansas Secretary of State's Office (this is not a tax ID number) for each of the businesses. ID numbers may be found by clicking on our website at <https://www.sos.ks.gov/eforms/BusinessEntity/Search.aspx>. If the business isn't qualified in Kansas, leave the ID number blank.
4. **For surviving businesses that aren't qualified (registered) in Kansas only:** A physical address must be provided for the Kansas Secretary of State's Office to use for service of process. This can't be a PO box.
5. The principal place of business of the surviving/resulting business must be provided. An executed merger/consolidation agreement must be held at this address.
6. **For Mergers involving only corporations:** The name and authorized capital stock of each non-Kansas corporation merging into a survivor must be provided.
7. Indicate if the effective date is the date the certificate is filed with the Kansas Secretary of States Office or indicate a date at some point in the future not greater than 90 days.
8. Prior to submission, the certificate must be signed by an authorized person on behalf of the business surviving or resulting from the certificate.

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Fee Schedule

Certificate of Merger/Consolidation

The filing fee for the certificate of merger is as follows:

Paper Certificate of Merger (first 2 businesses): \$75
+ each additional business: \$10 each

This fee of \$75 is for the first two businesses named within the merger.
Each business beyond the first two involved in the merger is an additional
\$10.

Online filing is not currently available.

Mail to:

Kansas Secretary of State
Memorial Hall, 1st Floor
120 SW 10th Avenue
Topeka KS 66612

Submit both the Certificate of Merger/Consolidation and any additional
documents together with the filing fees. Both checks and credit/debit
cards are accepted for payment. Make checks payable to the Kansas
Secretary of State.

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COVER PAGE
CERTIFICATE OF MERGER/
CONSOLIDATION

Note: The credit/debit card information will be destroyed upon the filing of the document.

Contact Information

Contact Person

Direct Phone Number for Contact Person

Payment Information

Credit/Debit Card Number

Expiration Date

Billing Zip Code

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Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@ks.gov
https://sos.ks.gov

1. Please check one:
☐ Merger ☐ Consolidation

2. Provide the name, jurisdiction, type and ID number (if applicable) for each business not surviving.

a. Name must match the name on record with the Kansas Secretary of State	b. U.S. state or foreign country of jurisdiction	c. Business type (ex., LLC, corporation, etc.)	d. Kansas Secretary of State issued ID/file number.
Business Name	Jurisdiction	Type	ID/File Number
Business Name	Jurisdiction	Type	ID/File Number
Business Name	Jurisdiction	Type	ID/File Number
Business Name	Jurisdiction	Type	ID/File Number
Business Name	Jurisdiction	Type	ID/File Number

3. Provide the name, jurisdiction, type, and ID number (if applicable) for the surviving business.

a. Name must match the name on record with the Kansas Secretary of State	b. U.S. state or foreign country of jurisdiction	c. Business type (ex., LLC, corporation, etc.)	d. Kansas Secretary of State issued ID/file number.
Business Name	Jurisdiction	Type	ID/File Number

An agreement of merger was approved by each domestic merging business, if any, in accordance with K.S.A. 17-78-201, 17-7681, 17-6701, 17-6702, 17-6705, and amendments thereto, and by each foreign merging business, if any, in accordance with the law of its jurisdiction of organization.

A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting business on request and without cost, to any stockholder/member of any business which is to merge or consolidate.

If the surviving or resulting business is not a domestic business, the surviving or resulting business agrees that it may be served with process in the state of Kansas in any action, suit or proceeding for the enforcement of any obligation of any domestic business which is to merge or consolidate, and irrevocably appoints the Kansas Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

4. Surviving foreign non-qualified businesses only:

Physical address to which the Kansas Secretary of State may send any process served on the Kansas Secretary of State.

Street Address (A PO Box is unacceptable)

City

State

Zip code

Country

5. The executed agreement of consolidation or merger is on file at the principal place of business of the surviving or resulting corporation at the following address:

Street Address		
City	State	Zip code

6. Mergers involving only corporations and the surviving or resulting corporation's jurisdiction is Kansas:

Indicate the authorized capital stock of each constituent corporation which is not a Kansas corporation.

If additional space is needed, please provide attachment.

Name of Corporation	Authorized Capital Stock
Name of Corporation	Authorized Capital Stock
Name of Corporation	Authorized Capital Stock
Name of Corporation	Authorized Capital Stock

7. Effective date:

<input type="checkbox"/> Upon filing	OR	<input type="checkbox"/> Future effective date: (Cannot be later than 90 days after the date this certificate is filed.)	Month	Day	Year
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Foreign businesses only: The resulting or surviving business is a business in good standing in such jurisdiction.

If any conflict exists between this certificate and the information herein and any attachment to this certificate and the information herein, this certificate and the information herein prevails.

8. I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct.

Signature of Authorized Person	Name of Signer (printed or typed)
X	

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Att.**KANSAS SECRETARY OF STATE**
Certificate of Merger
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Attachment

Only complete this attachment if more space is needed for section 2 of the first page.

2. Provide the name, jurisdiction, type and ID number (if applicable) for each business not surviving.

a. Name must match the name on record with the Kansas Secretary of State	b. U.S. state or foreign country of jurisdiction	c. Business type (ex., LLC, corporation, etc.)	d. Kansas Secretary of State issued ID/file number.
Business Name	Jurisdiction	Type	ID/File Number
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