Office of the Minnesota Secretary of State

Foreign Limited Liability Company | Merger

Minnesota Statutes, Chapter 322B

This form can only be used by entities governed under Chapter 322B.

Read the instructions before completing this form.

Filing Fee: $55 for expedited service in-person and online filings, $35 if submitted by mail

1. Name of Limited Liability Company in Home Jurisdiction: (Required)

2. Alternate Name used in Minnesota, if applicable:

3. Home Jurisdiction:

4. This amendment has been approved pursuant to Minnesota Statutes, Chapter 322B. By filing this merger, the limited liability company certifies that the merger has been filed and recorded in the company's home jurisdiction.

5. Is this corporation the survivor? (Required) Yes ☐ No ☐

If Yes, provide the full business name and home jurisdiction for each non-surviving entity merging into this company: (List additional business names and home jurisdictions on an additional sheet if needed)

If No, provide the name and home jurisdiction of the surviving company:

6. List an effective date, if applicable:

7. Did the company's name change as a result of the Merger filed? (Required) Yes ☐ No ☐

If Yes, please list the new company name as a result of the merger:

8. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Authorized Person or Authorized Agent

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?
Yes ☐ No ☐

Print Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

1. List the entity name in the home jurisdiction on file with this office.

2. List the alternate name used in Minnesota, if any.

3. List the state or jurisdiction in which this organization is organized.

4. The merger must have been filed and recorded in the home jurisdiction prior to being filed with our office.
NOTE: We require a Merger Statement and Fee from the Home State for each qualified foreign entity merging.

5. Check "Yes" if the qualified foreign limited liability company is the survivor of the merger; Check "No" if the qualified foreign limited liability company is the non-survivor of the merger.

6. If the company is the survivor, provide the full business name and home jurisdiction of each entity merging with and into this company; if the company is the non-survivor, provide the full business name and home jurisdiction of the survivor entity this company is merging with and into.

7. List an effective date the merger took effect in the home jurisdiction, if applicable.

8. If the company name changed as a result of the merger, check "Yes" and list the new company name.

9. A signature of a person, authorized by the company to sign documents, or an authorized agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).) is required.

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: $55 for expedited service in-person and online filings, $35 if submitted by mail
Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)
Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.