



State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business and Professional Licensing
CORPORATIONS SECTION
PO Box 110808
Juneau AK 99811-0808

ARTICLES OF MERGER

Business, Professional, or Cooperative Corporation

Pursuant to the provisions of the Alaska Statutes, the Articles of Merger shall be executed by each corporation by its president or vice president and by its secretary or assistant secretary and must set out the plan of merger, number of shares outstanding for each corporation and, if the shares of a class were entitled to vote as a class, the designation and number of outstanding shares of the class; and the number of shares voted for and against the plan.

Article 1. Name of the merging corporation:	Alaska Entity # if applicable:

Name of the merging corporation:	Alaska Entity # if applicable:

Attach additional sheet with additional corporations if necessary

Article 2. Name of the surviving corporation:	Alaska Entity # if applicable:

Article 3. Plan of Merger: (A Copy of the Plan of Merger must be attached.)

The plan of merger must set out:

1. the names of the corporations proposing to merge and the name of the surviving corporation into which they propose to merge;
2. the terms and conditions of the proposed merger;
3. the manner and basis of converting the shares of each merging corporation into shares or other securities or obligations of the surviving corporation;
4. statement of changes in the articles of incorporation of the surviving corporation caused by the merger; and
5. other provisions of the merger considered necessary or desirable.

Article 4. The plan of merger must be approved by each entity that is party to the merger.

Name of the Merging Corporation:			
Number of shares outstanding of each corporation, the shares entitled to vote and the vote for and against the merger:		If the shares of a class were entitled to vote as a class:	
Number of Outstanding Shares		Number of Shares in Class	
Number of Shares Entitled to Vote:		Class Series	
Number of Shares Voting For Merger		Number of Votes For Merger	
Number of Shares Voting Against Merger		Number of Votes Against Merger	

Name of the Merging Corporation:			
Number of shares outstanding of each corporation, the shares entitled to vote and the vote for and against the merger:		If the shares of a class were entitled to vote as a class:	
Number of Outstanding Shares		Number of Shares in Class	
Number of Shares Entitled to Vote:		Class Series	
Number of Shares Voting For Merger		Number of Votes For Merger	
Number of Shares Voting Against Merger		Number of Votes Against Merger	

Name of the Surviving Corporation:			
Number of shares outstanding of each corporation, the shares entitled to vote and the vote for and against the merger:		If the shares of a class were entitled to vote as a class:	
Number of Outstanding Shares		Number of Shares in Class	
Number of Shares Entitled to Vote:		Class Series	
Number of Shares Voting For Merger		Number of Votes For Merger	
Number of Shares Voting Against Merger		Number of Votes Against Merger	

Article 5. Merger of Subsidiary Corporation. (A Copy of the Plan of Merger must be attached.)

1. The board of a proposed surviving corporation shall, by resolution, approve a plan of merger setting out:
 - a. the name of the subsidiary corporation and the name of the corporation owning at least 90 percent of its shares;
 - b. subject to AS 10.06.542 , the manner and basis of converting the shares of the subsidiary corporation into shares, obligations, or other securities of the surviving or other corporation or, in whole or in part, into cash or other property.
2. A copy of a plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.
3. Articles of merger shall be executed by the surviving corporation by its president or a vice-president and by its secretary or an assistant secretary and must set out the
 - a. plan of merger;
 - b. number of outstanding shares of each class of the subsidiary corporation and the number of those shares of each class owned by the surviving corporation; and
 - c. date of the mailing to shareholders of the subsidiary corporation of the plan of merger.

Article 6. The Articles of Merger **must** be signed by the president or vice president and by the secretary or assistant secretary of **each corporation**:

Name of Merging Entity:	
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Signed this _____ day of _____, 20_____.

Signature of President or Vice President	Printed Name

Signature of Secretary or Assistant Secretary	Printed Name

Name of Merging Entity:	
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Signed this _____ day of _____, 20_____.

Signature of President or Vice President	Printed Name

Signature of Secretary or Assistant Secretary	Printed Name

Name of Surviving Entity:	
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Signed this _____ day of _____, 20_____.

Signature of President or Vice President	Printed Name

Signature of Secretary or Assistant Secretary	Printed Name

Add additional signature pages if necessary.

If a foreign corporation authorized to transact business in this state is a party to an organic change permitted by the laws of the state or country where it is incorporated, and the corporation is the surviving corporation, it shall, within 30 days after the change becomes effective, file with the commissioner a copy of the articles of merger, consolidation, exchange, or reorganization authenticated by the proper office of the state or country under whose laws the organic change was carried out. It is not necessary for the corporation to obtain a new or amended certificate of authority to transact business in this state unless the name of the corporation is changed or unless the corporation desires to pursue in this state other or additional purposes than those that it is authorized to transact in this state.

AS 10.06.562. Merger, Consolidation, or Exchange of Shares Between Domestic and Foreign Corporation.

One or more foreign corporations and one or more domestic corporations may be merged or consolidated, or participate in an exchange, if the merger, consolidation, or exchange is permitted by the laws of the state under which each foreign corporation is organized and

1. each domestic corporation complies with the provisions of this chapter with respect to the merger, consolidation, or exchange of domestic corporations and each foreign corporation complies with the applicable provisions of the laws of the state under which it is organized; and
2. if the surviving or new corporation is to be governed by the laws of another state, it complies with provisions of this chapter concerning foreign corporations if it is to transact business in this state and it files with the commissioner an
 - a. agreement that the surviving or new foreign corporation may be served with process in this state in a proceeding for the enforcement of an obligation of a domestic corporation that is a party to the merger or consolidation and in a proceeding for the enforcement of the rights of a dissenting shareholder of a domestic corporation against the surviving or new corporation;
 - b. irrevocable appointment of the commissioner as the agent of the surviving or new corporation to accept service of process in a proceeding described in (A) of this paragraph; and
 - c. agreement that it will promptly pay to the dissenting shareholders of a domestic corporation the amount to which they are entitled under provisions of this chapter with respect to the rights of dissenting shareholders.

Alaska Statutes prohibit a foreign professional corporation from merging into a domestic professional corporation.

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the completed filing and the **\$25.00** filing fee (in U.S. dollars) to:

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and Economic Development
Corporations Section
PO Box 110808
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For additional information or forms please visit our web site at: www.corporations.alaska.gov