

Topic: Foreign Mergers  
 Question by: Tracy M. Sebranek  
 Jurisdiction: Maine  
 Date: December 17, 2013

Jurisdiction	Question(s)
	<p>Maine is looking at our business filing requirements and would like some feedback on what other jurisdictions require when two foreign entities are merging together and what is required to officiate a legal name change due to the merger.</p> <p>If the foreign survivor of the merger is on the record what do you require?</p> <p>If the foreign survivor is not on the record what is required?</p> <p>e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.</p> <p>Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document?</p>
<b>Manitoba</b>	
<b>Corporations Canada</b>	
<b>Alabama</b>	
<b>Alaska</b>	
<b>Arizona</b>	<p>If the foreign survivor of the merger is on the record what do you require? <i>We require only a certified copy of the merger documents, as long as there was no name change or domicile change.</i></p> <p>If the foreign survivor is not on the record what is required? <i>If the foreign survivor wants to transact business in this state, it must submit an Application for Authority.</i></p> <p>e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.</p> <p>Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document? <i>If a name change is contained within the merger, we will pick it up, however, if the foreign survivor is already registered here, since its name changed, it must submit an Application for New Authority if it intends to continue to conduct business here.</i></p>

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<b>Arkansas</b>	
<b>California</b>	
<b>Colorado</b>	
<b>Connecticut</b>	
<b>Delaware</b>	
<b>District of Columbia</b>	<p>If merger does not affect the foreign entity on record ( survivor is on record and name is not changed) we do not require any evidence of merger to be filed.</p> <p>If the foreign survivor of the merger is on the record what do you require? We do not require any filing of this merger unless survivor is being affected by the merger (ex., name is changed). If survivor is on record and name is changed then we require amended registration application.</p> <p>If the foreign survivor is not on the record what is required? No requirement for foreign survivor not on record unless this entity wants to conduct business. In that case foreign survivor can file transfer of foreign registration form with us.</p>
<b>Florida</b>	
<b>Georgia</b>	

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Hawaii	<p>If the foreign survivor of the merger is on the record what do you require?</p> <p>If the foreign entity on record is the survivor and changed its name, we require a certificate of merger or equivalent certificate evidencing merger and name change.</p> <p>If the foreign survivor is not on the record what is required?</p> <p>We would require a certificate of merger or equivalent certificate.</p> <p>§414-311.6 Foreign mergers. (a) Whenever a foreign entity authorized to transact business in this State shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is organized, and the foreign entity shall be the surviving entity, it shall, within sixty days after the merger becomes effective, file with the department director a certificate evidencing the merger, duly authenticated by the proper officer of the state or country under the laws of which the statutory merger was effectuated. The certificate evidencing the merger shall be evidence of a change of name if the name of the surviving entity is changed thereby. If the certificate is in a foreign language, a translation under oath of the translator shall accompany the certificate.</p> <p>(b) Whenever a foreign entity authorized to transact business in this State shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is organized, and that entity shall not be the surviving entity, the surviving entity shall, within sixty days after the merger becomes effective, file with the department director a certificate evidencing the merger in the form prescribed by subsection (a). [L 2002, c 41, pt of §1; am L 2003, c 124, §6; am L 2004, c 121, §9]</p> <p>e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.</p> <p>Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document? <b>No.</b></p>
Idaho	
Illinois	

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Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	Louisiana is the same as Hawaii
Maine	
Maryland	
Massachusetts	
Michigan	
Minnesota	
Mississippi	
Missouri	

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<b>Montana</b>	<p>In Montana, if 2 foreign companies merge, we would only require notice if the information for a qualified entity is changed.</p> <p>If the non-qualified company is the survivor, the qualified company would withdraw from the state, and the new company with the new name would qualify to do business here.</p> <p>If both companies are qualified, the company merged out of existence would withdraw. We wouldn't require articles of merger be filed unless the survivor wishes them to be included in their record in Montana, and we would file the merger as an informational amendment.</p> <p>If the surviving qualified foreign company changes its name due to the merger, they would file an amended Certificate of Authority application to update their name.</p> <p>We don't have a lot of requirements for foreign entities in these matters, basically we just need to know if the qualified company is still in existence, if there is a new corporate name, if the new company still wishes to do business in Montana, and any changes in the officers/directors/members or managers.</p> <p>Basically we are pretty much the same as Maine.</p>
<b>Nebraska</b>	

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<b>Nevada</b>	<p>If the foreign survivor of the merger is on the record what do you require? <a href="#">An Officer's Statement form with a certified copy or Certificate of Fact of Merger.</a></p> <p>If the foreign survivor is not on the record what is required? <a href="#">We would still need the Officer's Statement for each entity that is part of the merger that is qualified in this state.</a></p> <p>e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.</p> <p>Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document? <a href="#">When a name change is part of the merger they indicate that on the Officer's Statement. No additional amendment needed.</a></p>
<b>New Hampshire</b>	
<b>New Jersey</b>	
<b>New Mexico</b>	
<b>New York</b>	
<b>North Carolina</b>	
<b>North Dakota</b>	
<b>Ohio</b>	<p>Ohio requires a Certificate of Merger from the jurisdiction of formation and if it states the new name, and provided the certificate states the new name, then we will process the name change as well without additional documentation. If the Certificate does not reflect a name change, then the customer can file an amendment. If the foreign survivor is not on record, then we just need record that one entity is merging out of existence, and we do not need documentation on the surviving entity.</p>

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<b>Oklahoma</b>	
<b>Oregon</b>	<p>Oregon's responses as to what is required in statute are inline below. If requested, we have a voluntary statement of foreign merger that can be added to the record noting the merger, but it is only a complimentary filing.</p>
<b>Pennsylvania</b>	
<b>Rhode Island</b>	<p>If the foreign survivor of the merger is on the record what do you require? <a href="#">Evidence of Merger was eliminated from our statute when the Reenactment of our Business Corporation Act became effective on July 1, 2005.</a> If the survivor of a merger is of record in this state and a change of entity name resulted from the merger, an Amended Application for Certificate of Authority would be required to record the change in entity name.</p> <p>If the non-survivor was of record, an <a href="#">Application for Certificate of Withdrawal</a> would be required. Should a non-qualified survivor wish to conduct business in the State of Rhode Island as a result of a merger, the survivor would need to render an <a href="#">Application for Certificate of Authority to formally qualify to conduct business in Rhode Island.</a></p>
<b>South Carolina</b>	
<b>South Dakota</b>	
<b>Tennessee</b>	
<b>Texas</b>	
<b>Utah</b>	<p>Utah is the same as Hawaii</p>
<b>Vermont</b>	

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Virginia	<p>If the foreign survivor of the merger is on the record what do you require? <a href="#">A certified copy of the merger instrument from the survivor's home jurisdiction, with all fees and penalties due and owing by the survivor or any nonsurvivor, and, if the survivor's name was changed in the merger instrument, an amended application to transact business in Virginia.</a></p> <p>If the foreign survivor is not on the record what is required? <a href="#">(This response presumes the survivor will not be registering in Virginia (with a certified copy of the merger instrument).) A certified copy of the merger instrument from the nonsurvivor's home jurisdiction, with all fees and penalties due and owing by the nonsurvivor, and an application for withdrawal (or voluntary cancellation) signed on behalf of the nonsurvivor by the survivor. If there are multiple registered nonsurvivors from multiple jurisdictions, the survivor needs to present one authenticated copy of the merger instrument from each jurisdiction, plus pay outstanding fees and penalties, and file an application for withdrawal on behalf of each registered nonsurvivor.</a></p> <p>e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.</p> <p>Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document? <a href="#">See first answer above.</a></p>

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<b>Washington</b>	<p>Currently for Washington State:</p> <ul style="list-style-type: none"> <li>• If both are registered in Washington and the survivor wants to continue in Washington, we need a copy of the merger (or equivalent) from the surviving state, and any name changes through separate amendment to the Washington filing. The non survivor needs a copy of the merger (or equivalent) filed in their home state, and would be made inactive in our records.</li> <li>• If just the survivor is registered in Washington then we just record a copy of the merger (or equivalent) in the history.</li> <li>• If the non survivor is the only one registered in Washington, we file the merger (or equivalent) from the non surviving state and remove from active status. The foreign survivor would need to register/qualify in Washington as if they were new.</li> </ul>
<b>West Virginia</b>	
<b>Wisconsin</b>	Wisconsin requirements are the same as Rhode Island.
<b>Wyoming</b>	

**Additional comments:**

**Full text of email:**

Good afternoon,

Maine is looking at our business filing requirements and would like some feedback on what other jurisdictions require when two foreign entities are merging together and what is required to officiate a legal name change due to the merger.

If the foreign survivor of the merger is on the record what do you require?

If the foreign survivor is not on the record what is required?

e.g.: a certified copy of the plan of merger from the survivor's state, a certificate of merger form either state.

Additionally, if the legal name has changed due to the merger of the two foreign entities, is a separate amendment form also required to be filed to change the name of the foreign survivor or is it picked up from the merger document?

Thank you in advance for your feedback.

Tracy

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