

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Limited Liability Co.'s, Limited Partnerships & Partnerships)

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to NJSA 42, 42:2A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office.

1. Type of Filing (check one): ___ Merger ___ Consolidation

2. Name of Surviving Business Entity:

3. Address of the Surviving Business Entity:

4. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name Jurisdiction Identification # Assigned by by Treasurer (if applicable)

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

6. Effective Date (see instructions):

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of the surviving business entity.

Signature Name Title Date

**Important Notes --New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation in not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

Instructions for Form UMC-1
CERTIFICATE OF MERGER OR CONSOLIDATION
LLC'S, PARTNERSHIPS & LP'S
(Titles 42, 42:2A AND 42:2B)

***New Jersey law prohibits domestic LLC's, LP'S and PARTNERSHIPS from merging/consolidating with another business entity if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized.*

***"Other business entity" is defined as a corporation, business trust, common-law trust, or other unincorporated business, including a partnership, and a foreign limited liability company.*

***A merger/consolidation certificate may be filed pursuant to Title 42, 42:2A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. At least one participating business entity must be a limited partnership or limited liability company to use this form. If a for-profit domestic or foreign corporation participates, file the merger pursuant to Title 14A (see section 5.2). If a for-profit domestic or foreign corporation is the survivor, use [Form UMC-2](#) when filing.*

STATUTORY FEE: **\$100**

The MANDATORY fields are:

Field #1 -- Type of Filing

Indicate whether you are submitting a merger or consolidation filing.

Field # 2 -- Name Of Surviving Business Entity

List the name of the surviving entity. If the surviving entity is to have a new name, remember that the name availability provisions apply:

***The name must be distinguishable from other names on the State's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability and reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m.*

Field # 3 -- Address Of The Surviving Business Entity

List the main business address of the survivor.

Field # 4 -- Name(s)/Jurisdiction(s) Of All Participating Business Entities

List the name and home jurisdiction of each business entity involved in the merger/consolidation (participants).

Field #5 – Service of Process/Attestations

Add statements indicating that: the agreement of merger/consolidation is on file at the place of business of the surviving business entity; an agreement of merger/consolidation has been approved and executed by each business entity involved; and that the surviving entity will forward a copy of the agreement to anyone holding an interest. Include a statement indicating that the signer(s) is (are) authorized to sign on behalf of the surviving business involved. Finally, if the surviving business entity is not authorized or registered by the State Treasurer, add a statement appointing the New Jersey State Treasurer as agent to accept service of process and an address to which the Treasurer may mail such service (Field #5). Form UMC-1 provides the required statements.

Field #6 – Effective Date (as needed)

Specify the effective date only if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 30 days after the filing date. The filing date is the date the document is received for processing.

EXECUTION (Signature/Date)

An authorized representative of the surviving entity must sign. Also, list the date of execution (signature).

These documents should be filed in duplicate. Non-profits should file in triplicate.
Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton NJ 08646
FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above. For FAX Filing information , visit <http://www.state.nj.us/treasury/revenue/dcr/programs/ffs.html> .)