

**Merging/Consolidating Limited Liability Companies,  
Limited Partnerships & Partnerships  
(Statutory Authorities Title 42, 42:2A or 42:2B)**

Review the information below carefully and use it to develop a successful submission.

**1.0 Delivery options, service levels and fees**

Select a delivery option and submit the correct fee amount on a check made payable to the *Treasurer, State of New Jersey*.

**1.1 Delivery Options**

- Regular Mail

NJ Division of Revenue and Enterprise Services (DORES), PO Box 308 Trenton, NJ 08646

- Hand delivery (In-person or via express delivery service\*)

NJ Division of Revenue and Enterprise Services, 33 West State Street, 5th Floor, Trenton, NJ 08608

\*Please do not use the United States Postal Service for hand delivery; USPS does not deliver to our office directly.

- Fax Filing\*

Fax documents to (609)984-6851

\*A 20 page limit applies. [More information on the Fax Filing Service](#)

**1.2 Fees and Service Levels**

Note that there are filing and document processing fees and additional service level fees for expedited processing.

Filing and Document Processing Fees

- \$100 base filing fee for each merger/consolidation filing
- \$20 for each [Tax Clearance Certificate](#), if applicable
- \$1 per page for all Fax Filing transactions
- \$25 per certified copy (optional)

Service Level Fees

- Regular Mail – Expediting is not available; no extra fee; total cycle time (inbound/outbound mailing and processing) = 15 to 20 workdays
- Hand Delivery and Fax Filing\*, Expedited – Add \$25 per filing processing time = 8.5 business hours
- Hand Delivery/Fax Filing\*, Accelerated – Add \$500 per filing; processing time = 2 business hours

- Hand Delivery/Fax Filing\*, Premium – Add \$1,000 per filing; processing time = 1 business hour

## **2.0 Reviewable items**

Mandatory Information (see example filing form [UMC-1](#))

- Type of Filing (check or indicate Merger or Consolidation)
- List the Statutory Authority (14A et seq., if not using form UMC-2)
- Name of Surviving or Resulting Business Entity [i](#)
- Name(s)/Jurisdiction(s) of All Participating Business Entities (include the 10 digit ID [ii](#) assigned by Treasury/DORES if applicable)
- Service of Process Address (for use if the surviving business entity is not authorized or registered by the State Treasurer)

## **3.0 Optional information**

Effective Date (may be any time)

## **4.0 Attestations (Ensure that an authorized representative includes the following attestations in the filing.)**

Ensure that an authorized representative includes the following attestations in the filing:

- 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.
- 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.

## **5.0 Signature(s) and date of signature**

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

## **6.0 Packaging your filing request**

Package and send your request\*. Include:

- Filing form and attachments with a completed Service Control Request and Receipt form if delivering over the counter (forms available at our counter). **For any other delivery method**, with a cover letter requesting the filing service.
- Check made out to the Treasurer State of New Jersey for the total fee amount
- Return envelope if you are not picking up (self-addressed envelope for regular mail or self-addressed, **pre-paid** envelope for private carrier, with customer as the sender and bill-to party).

\* Note that unless we receive instructions to the contrary, we return **all** completed requests via regular mail, including expedited work.

### **7.0 Important notes**

Filers may attach content to their filings such as by-laws, schedules, exhibits and other documents. However, such additional attached content is not required. DORES **will not** review any additional attached content that is not a legal filing form defined in the authorizing New Jersey law. Filers should note that attachments cannot be used to circumvent or modify statutory laws governing the entities involved. Also, DORES is not responsible for any inconsistencies or issues that may arise as a result of the inclusion of additional attached content.

New Jersey law prohibits domestic LLCs, LPs 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 is organized.

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.

“Other business entity” is defined as a corporation, business trust or association, real estate investment trust, common-law trust, or other unincorporated business, including a partnership, and a foreign limited liability company.

Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

i The name of the surviving entity must be distinguishable from other business entity names on file with DORES. DORES will conduct the name review and render a decision. Non-availability of the name will cause the filing to be rejected. For information on name availability and reservation/registration services and fees, visit <http://www.state.nj.us/treasury/revenue/checkbusiness.shtml> or call (609) 292-9292, Monday-Friday, 8:30 a.m. - 4:30 p.m.

ii DORES assigns a public 10 digit ID to all business entities that file formation/authorization documents with Treasury. You can look up 10 digit ID's at <http://www.state.nj.us/treasury/revenue/checkbusiness.shtml>.