

## **Merging/Consolidating Profit Corporations (Statutory Authority Title 14A)**

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

- \$75 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 \$15 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-2](#))

- 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)
- Date of Adoption
- For each **corporation** involved, indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).
- Service of Process Address (for use if the surviving business entity is not authorized or registered by the State Treasurer)
- If the surviving/resulting business entity is not a NJ-registered business, attach Tax Clearance Certificate for each participating business entity that *is currently* registered in NJ

## 3.0 Optional information

- Plan of Merger (will not be reviewed **unless** you indicate on the filing form that one of the reviewable items above is included in the plan of merger instead of on the filing form)
- Effective Date (may be no later than 90 days from the date of filing)

## 4.0 Attestations

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 any domestic or foreign corporation, previously amenable to suit in this State, which is party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.
- 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 Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

## 5.0 Required signature(s) and date of signature

Have the president, vice president, chairman of the board or CEO of **each** entity involved sign. Also, list the date of execution (date signed).

## 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**, include 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 corporations 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 entities may participate. For purposes of this filing type, "Other Entity" is defined as a partnership, limited liability company, statutory trust, business trust or association, real estate investment trust, common-law trust, national association, or any other unincorporated business, whether organized under the laws of this State or under the laws of any other State or territory of the United States or the District of Columbia, the United States or any foreign country or other foreign jurisdiction. [See NJSA 14A: 1-1.2(q)] Title 15A corporations are not authorized to participate in mergers/consolidations involving 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>.