

Instructions for Form UMC-3
CERTIFICATE OF MERGER OR CONSOLIDATION
NON-PROFIT CORPORATIONS
(Title15A)

****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. Non-profits are not authorized to merge/consolidate with other business entities.**

****“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.**

STATUTORY FEE: \$75
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 -- 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 # 4—Date Plan Adopted

State the date the shareholders or members of the surviving business entity approved the Merger/Consolidation plan.

Field # 5-- Voting

For each corporation involved, indicate whether or not there are members entitled to vote on the merger. If there are members, indicate the number of members entitled to vote, and the number of votes cast for and against; OR that the members gave unanimous written consent without a meeting. If there are no members, indicate either the number of trustees voting for or against along with the number of trustees present at the meeting; OR that the trustees gave unanimous written consent without a meeting.

Field # 6—Service of Process/ATTESTATIONS

Add a statement indicating that the surviving business entity may be served with process on behalf of any non-profit corporation that is party to the merger/consolidation. **If the surviving business entity is not authorized or registered by the State Treasurer**, add a statement appointing the Treasurer, State of New Jersey as agent to accept service of process and an address to which the Treasurer may mail such service.

Field # 7—EFFECTIVE DATE (as needed)

Specify the effective date 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.

ATTACHMENTS

Attach the plan of merger or consolidation.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president of the **surviving business entity** sign. Also, list the date of execution (signature).

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These documents should be filed 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> .)