

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Merger  
Domestic Limited Liability Company  
Into a Foreign Limited Partnership**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger of Domestic Limited Liability Company into a Foreign Limited Partnership to be filed in accordance with the Limited Liability Company Act of the State of Delaware and the Limited Partnership Act of the State of Delaware. The fee to file the Certificate is a minimum of \$200.00. A stamp "Filed" copy of your submitted document will be returned. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware entities merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 07/04

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF A  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
A FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Partnership is \_\_\_\_\_, a Foreign Limited Partnership.

**Second:** The jurisdiction in which this Limited Partnership was formed is \_\_\_\_\_.

**Third:** The name of the Limited Liability Company being merged into the Limited Partnership is \_\_\_\_\_, a Delaware Limited Liability Company.

**Fourth:** The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

**Fifth:** The name of the surviving foreign Limited Partnership is \_\_\_\_\_.

**Sixth:** An agreement of merger or consolidation is on file at a place of business of the surviving foreign limited partnership and the address thereof is \_\_\_\_\_.

**Seventh:** A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited partnership, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

**Eighth:** The surviving foreign Limited Partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is

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IN WITNESS WHEREOF, said Limited Partnership has caused this certificate to be signed by its general partner, this \_\_\_\_\_ day of \_\_\_\_\_, A.D., \_\_\_\_.

By: \_\_\_\_\_  
General Partner

Name: \_\_\_\_\_  
Print or type