



Massachusetts Merger of LLC into Foreign Corporation

Document 1093C

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¹ **CERTIFICATE OF MERGER / CANCELLATION**

OF

[NAME OF LLC]

a Massachusetts Limited Liability Company

AND

[NAME OF CORPORATION]

a Delaware corporation

[Date]

This Certificate of Merger is filed for [NAME OF LLC] (the “**LLC**”), pursuant to the provisions of and subject to the requirements of Chapter 156C (the “**Act**”) of the Massachusetts General Laws, and hereby certifies as follows:

1. **Federal Identification Number.**

The federal identification number of the LLC is: _____.

The federal identification number of the Corporation is: _____.

The federal identification number of the Surviving Entity shall be: _____.

2. **Constituent Entities:**

Name	Jurisdiction	Date of Formation	Address
[NAME OF LLC]	Massachusetts		
[NAME OF CORPORATION]	Delaware		

3. **Merger Agreement.** An Agreement of Merger has been authorized, approved and adopted in accordance with bylaws of the Corporation, the operating agreement of the LLC and the Massachusetts Limited Liability Company Act (“**Massachusetts Law**”) and the Delaware General Corporation Law (“**Delaware Law**”). A copy of the Merger Agreement shall be kept on file at the office of the Surviving Entity.

4. **Surviving Entity:** The surviving entity shall be [NAME OF SURVIVING ENTITY], a Delaware corporation, which shall continue in existence as the Surviving Entity under its present name upon the effective date of this Merger pursuant to the provisions of the Massachusetts Law and Delaware Law.

5. **Effective Time.** The Merger shall be effective upon filing.

¹ NOTE: This is a certificate of merger/cancelation for a Massachusetts limited liability company under Chapter 156C of the Massachusetts General Laws. The executed copy may be faxed filed.

6. **Service of Process.** The Surviving Entity hereby appoints the Secretary of State of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in Massachusetts General Laws Chapter 156D, § 15.10.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger/Cancellation to as of the date first written above.

[NAME OF LLC]

_____, Authorized Person

[NAME OF CORPORATION]

_____, Its _____