

**Instructions for Filing**  
**APPLICATION FOR CERTIFICATE OF WITHDRAWAL**  
**BY REASON OF MERGER, CONSOLIDATION**  
**OR CONVERSION**

- Item 1** Enter the name of the surviving or resulting entity in item 1. Enter the name of the State or Country (if formed outside of the USA) of the surviving or resulting business entity in item 1(a). Enter the type of business entity of the surviving or resulting business entity in item 1(b). e.g. Business Corporation, Limited Liability Company etc.
- Item 3** Enter the name of the merging or converting entity, the name of the State or Country (if formed outside of the USA) of the merging or converting business entity, the type of business entity of the merging or converting business entity ( e.g. Business Corporation, Limited Liability Company etc.)
- Item 5** Enter the mailing address to which the Secretary of State may send a copy of any process served to us on behalf of the merging or converting business entity.
- Item 7** This document must be accompanied by a certified copy of the Articles of Merger, a Certificate of Merger, a certified copy of the conversion documents or a Certificate of Conversion duly authenticated by the Secretary of State or other official having custody of records of such entities in the state or country under the laws of which such merger or conversion was effected.
- Item 8** The document will be effective on the date and at the time of filing, unless a delayed date or an effective time (on the day of filing) is specified. If a delayed effective date is specified without a time, the document will be effective at 11:59 p.m. Raleigh, North Carolina time on the day specified. If a delayed effective date is specified with a time, the document will be effective on the day and at the time specified. A delayed effective date may be specified up to and including the 90<sup>th</sup> day after the day of filing.

## **Date and Execution**

Enter the date the document was executed.

In the blanks provided enter:

- The name of the surviving or resulting business entity as it appears in item 1.
- The signature of the applicable representative executing the document.
- Business Corporation/Nonprofit Corporation: the document must be signed by the Chairman or any other Officer of the Corporation.
- Limited Liability Company: the document must be signed by a Company Official of the LLC.
- Limited Partnership/Limited Liability Partnership: the document must be signed by a General Partner of the LP/LLP.
- The name and title of the above-signed representative.

**State of North Carolina**  
**Department of the Secretary of State**

**APPLICATION FOR CERTIFICATE OF WITHDRAWAL  
BY REASON OF MERGER, CONSOLIDATION  
OR CONVERSION**

Pursuant to §55-15-21, §55A-15-21, § 57D-7-21, § 59-91 or § 59-909, of the General Statutes of North Carolina as applicable, the undersigned entity, as the surviving or resulting entity in a statutory merger, consolidation or conversion hereby applies to the Secretary of State for a Certificate of Withdrawal for the foreign entity(ies) authorized to transact business or conduct affairs in the State of North Carolina named below, whose separate existence has ceased as a result of the merger, consolidation or conversion, and for that purpose submits the following statement:

1. The name of the surviving or resulting entity is:

\_\_\_\_\_

a. The surviving or resulting entity is incorporated, formed or created under the laws of:

\_\_\_\_\_

b. The type of entity of the surviving or resulting entity:\_\_\_\_\_

2. The surviving or resulting entity is not authorized to transact business or conduct affairs in the State of North Carolina.

3. The name of the merging or converted foreign entity authorized to transact business in North Carolina, its fictitious name used in the State of North Carolina, if different from it official name, the state or country under whose law the entity was incorporated, formed or created, and the type of entity of the foreign entity.

Official Name	
Fictitious Name, if any	
State or Country	
Type of Entity	

4. The surviving or resulting entity hereby consents that service of process based on any cause of action arising in the State of North Carolina, or arising out of business transacted or affairs conducted in this State during the time each foreign entity was authorized to transact business or conduct affairs in this State may thereafter be made by service thereof on the Secretary of State.

5. The mailing address to which the Secretary of State may mail a copy of any process served pursuant to the paragraph above is:

C/O: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

6. The surviving or resulting entity hereby agrees to file a statement of any subsequent change in its mailing address with the Secretary of State.

7. Attached hereto is a copy of the articles of merger, consolidation or conversion or a certificate reciting the facts of the merger, consolidation or conversion duly authenticated by the Secretary of State or other official having custody of records of such entities in the state or country under the laws of which such merger was effected.

8. This application will be effective upon filing, unless a date and/or time is specified here: \_\_\_\_\_

This the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name of Surviving/Resulting Entity

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name and Title

**NOTES**

- 1. Filing fee is \$10. This application must be filed with the Secretary of State. The application must be accompanied by a copy of the articles of merger, consolidation or conversion or a certificate reciting the facts of the merger, consolidation or conversion duly authenticated by the Secretary of State or other official having custody of the records of such entities in the state or country under the laws of which the foreign entity was organized, incorporated or created.**
- 2. This form is to be used only if the surviving corporation is not authorized to transact business or conduct affairs in North Carolina.**