



Merger Agreement

[for use in Delaware “Short-Form” merger]

Document 1076A

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AGREEMENT OF MERGER

OF

[NAME OF PARENT]

AND

[NAME OF SUBSIDIARY]

THIS AGREEMENT OF MERGER (this “**Agreement**”) is entered into by and between [NAME OF PARENT], a Delaware corporation (“**Parent**”) and [NAME OF SUBSIDIARY], a Delaware corporation (“**Subsidiary**”), as of the ___ day of _____, 20__.

WHEREAS, the boards of directors of each of Parent and Subsidiary have declared it advisable and to the advantage, welfare, and best interests of the corporation and its stockholders to merge Subsidiary with and into Parent pursuant to the provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”) upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Agreement, the parties agree as follows:

1. Merger.

Subsidiary shall, pursuant to the provisions of the DGCL, be merged with and into Parent, which shall be the surviving corporation from and after the date on which a certificate of merger is filed with the Secretary of State of the State of Delaware (the “**Effective Time**”), and which shall continue to exist under the name [NAME OF PARENT] [NEW NAME], a Delaware corporation (the “**Surviving Corporation**”). The separate existence of Subsidiary shall cease at the Effective Time in accordance with the provisions of the DGCL.

2. Certificate of Incorporation.

The Certificate of Incorporation of Parent, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation [except as follows:

[INSERT CHANGES];

and such Certificate of Incorporation [as herein amended and changed] shall continue in full force and effect until [further] amended and changed in the manner prescribed by the provisions of the DGCL.

3. Bylaws.

The present bylaws of Parent will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. Directors and Officers.

The directors and officers of the Parent in office at the Effective Time shall be the directors and officers of the Surviving Corporation in office at the Effective Time, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the Surviving Corporation.

5. Exchange of Capital Stock.

At the Effective Time, each issued and outstanding share of [Common Stock, \$[] par value per share] of Subsidiary shall [be converted into [NUMBER] share[s] of [Common Stock, \$[] par value per share] of the Surviving Corporation] [not be converted or exchanged in any manner into shares of the Surviving Corporation and shall be canceled]. Each issued and outstanding share of [Common Stock, \$[] par value per share] of Parent shall not be converted or exchanged in any manner, but as of the Effective Time shall represent one share of Common Stock of the Surviving Corporation.

6. Execution, Filing and Recordation.

Parent and Subsidiary agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere, to effectuate the merger herein provided for.

7. Termination.

This Agreement may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware upon a vote of directors of either Parent or Subsidiary. In the event of such termination, this Agreement shall forthwith become void and neither party nor its respective officers, directors or stockholders shall have any liability hereunder.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

PARENT:

[NAME OF PARENT]

By: _____
Name: _____
Title: _____

SUBSIDIARY:

[NAME OF SUBSIDIARY]

By: _____
Name: _____
Title: _____

CERTIFICATE OF [ASSISTANT] SECRETARY

OF

[NAME OF PARENT]

[DATE]

The undersigned, being the [Assistant] Secretary of [NAME OF PARENT], a Delaware corporation (“**Parent**”), hereby certifies that [SELECT ONE]:

[The foregoing Agreement of Merger was approved by holders of at least a majority of the capital stock of Parent entitled to vote thereon at [A SPECIAL] [THE ANNUAL] meeting after notice being duly given or waived.]

[Written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of at least a majority of the capital stock of Parent entitled to vote thereon in accordance with the provisions of [Section 228](#)¹ of the General Corporation Law of the State of Delaware.]

[The foregoing Agreement of Merger has been validly adopted on behalf of Parent without a stockholder vote as permitted by [Section 251\(f\)](#) of the General Corporation Law of the State of Delaware.].

[NAME OF PARENT]

By: _____
[NAME/TITLE]

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CERTIFICATE OF [ASSISTANT] SECRETARY

OF

[NAME OF SUBSIDIARY]

[____, 20_]

The undersigned, being the [Assistant] Secretary of [NAME OF SUBSIDIARY], a Delaware corporation (“**Subsidiary**”), hereby certifies that [SELECT ONE]:

[The foregoing Agreement of Merger was approved by holders of at least a majority of the capital stock of Subsidiary entitled to vote thereon at [A SPECIAL] [THE ANNUAL] meeting after notice being duly given or waived.]

[Written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of at least a majority of the capital stock of Subsidiary entitled to vote thereon in accordance with the provisions of [Section 228](#) of the General Corporation Law of the State of Delaware.]

[The foregoing Agreement of Merger has been validly adopted on behalf of Subsidiary without a stockholder vote as permitted by [Section 251\(f\)](#) of the General Corporation Law of the State of Delaware.]

[NAME OF SUBSIDIARY]

By: _____
[NAME/TITLE]