

**GUIDE FOR ARTICLES OF MERGER
OR SHARE EXCHANGE**

ARTICLES OF (MERGER) (SHARE EXCHANGE) OF

(Names of corporations)

The undersigned corporation(s), pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute(s) the following articles of (merger or share exchange) and set(s) forth:

ONE

(Set forth the plan of merger or share exchange.)

TWO

(State the reason why shareholder approval of the plan of merger was not required. See §13.1-718.G and 13.1-719)

OR

(If shareholder approval of one or more of the corporations is required, with respect to each such corporation, set forth either A or B, below, whichever is applicable.)

(A.) The plan of (merger or share exchange) was adopted by unanimous consent of the shareholders.

OR

(B.) The plan of (merger or share exchange) was submitted to the shareholders by the board of directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:

The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of (merger or share exchange) were:

Designation	No. of Outstanding Shares	No. of Votes
_____	_____	_____
_____	_____	_____

(i.) The total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan were:

Voting Group	Total No. of Votes Cast FOR the Plan	Total No. of Votes Cast AGAINST the Plan
_____	_____	_____
_____	_____	_____

OR

(continued on the back)

(ii.) The total number of undisputed votes cast for the plan separately by each voting group was:

Voting Group	Total No. of Undisputed Votes Cast FOR the Plan
_____	_____
_____	_____

and the number cast for the plan by each voting group was sufficient for approval by that voting group.

The undersigned (*chairman or vice-chairman of the board of directors, president, or any other of its officers authorized to act on behalf of the corporation [USE APPROPRIATE TERM]*) declares that the facts herein stated are true as of _____, 20____.

_____ (*Name of corporation*)

By: _____ (*Signature*)

_____ (*Printed name and corporate title*)

(The articles must be similarly executed by each corporation that is a party to the merger.)

NOTE

If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by MORE THAN 2/3 of all votes entitled to be cast by that voting group unless the Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists (See § 13.1-718).

INSTRUCTIONS

1. The articles should be typewritten on white, opaque paper 8 1/2" by 11" in size. A minimum of a 1" margin must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.
2. The Certificate of Merger cannot be issued unless the corporation has paid all fees and taxes assessed by the Commission.
3. The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

SEND THE ARTICLES ALONG WITH THE \$25 FILING FEE PLUS ANY ADDITIONAL CHARTER FEE AMOUNT REQUIRED BY ANY INCREASE IN THE NUMBER OF AUTHORIZED SHARES OF THE SURVIVING CORPORATION TO THE CLERK OF THE STATE CORPORATION COMMISSION, P. O. BOX 1197, RICHMOND, VA 23218-1197. (Street address: 1300 East Main Street, Richmond, VA 23219.) PLEASE MAKE CHECK PAYABLE TO THE STATE CORPORATION COMMISSION. (804) 371-9733.