

[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.]

INSTRUCTIONS

1. The law requires that the articles be typewritten or printed in black. White, opaque paper 8½" by 11" in size must be used. A minimum of a 1" margin must be provided on the left, top and bottom margins and ½" on the right margin. Use only one side of page.
2. 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.
3. Send the articles along with the \$25 filing fee 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. Our phone number is (804) 371-9733.

NOTE

1. If member 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 cast on the plan by that voting group at a meeting at which a quorum of the voting group exists 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 §13.1-895).
2. The articles cannot be filed unless the corporation has paid all fees and taxes (and delinquencies thereof) imposed by laws administered by the Commission.