



THE STATE

of **ALASKA**

Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

Corporations Section

State Office Building, 333 Willoughby Avenue, 9th Floor

PO Box 110806, Juneau, AK 99811-0806

Phone: (907) 465-2550 ★ Fax: (907) 465-2974

Email: corporations@alaska.gov

Website: <http://commerce.alaska.gov/cbpl/corp>

These instructions and the attached form 08-564 are specifically for

STATEMENT OF MERGER

All Entity Types

Merging under the Entity Transaction Act AS 10.55.205

Filing Fee: \$25.00 (non-refundable)

INSTRUCTIONS FOR STATEMENT OF MERGER *(Please retain for your records):*

NOTICE: The Statement of Merger will not be filed if a biennial report is due. Please verify the following for the all the merging entities before completing the application:

- Is the qualified entity (on record with this division) in “Good Standing” status?
- Have all required biennial reports been filed?
- Are the officials on record correct, current and up to date? *(Used to verify signatures for this filing.)*
- Is the Registered Agent information on record correct, current and up to date?

To verify the above information you may search for the entity by going to the above website, click License Search and under Search License Data select Corporations.

- If there is a biennial report due, it may be filed online (for immediate posting) by selecting Biennial Reports on the above website.
- If the officials have changed and there is no biennial report due then please submit a Notice of Change of Officials located on the above website under Forms and Fees. Select the appropriate version based on your entity type.
- If the Registered Agent information needs to be updated please submit a Statement of Change located on the above website under Forms and Fees. Select the appropriate version based on your entity type.

WHAT IS A MERGER?

A merger is a transaction authorized by AS 10.55.201-10.55.206 (excluding entities stated in AS 10.55.110). Under this statute:

- One or more domestic (Alaskan) entities may merge with one or more domestic (Alaskan) or foreign (non-Alaskan) entities into a domestic (Alaskan) or foreign (non-Alaskan) surviving entity;
- OR -
- Two or more foreign (non-Alaskan) entities may merge into a domestic (Alaskan) entity.

Except as otherwise provided by complying with the provisions of AS 10.55.201 – AS 10.55.206 applicable to foreign (non-Alaskan) entities, a foreign entity may be a party to a merger under AS 10.55.201 – 10.55.206 or may be the surviving entity in a merger if the merger is authorized by the law of the foreign entity’s jurisdiction of organization.

ITEM 1: Provide the non-surviving (merging out of existence) entity name, the Alaska Entity Number (if applicable), the jurisdiction (home state), and the entity type of the merging entity that is not the survivor.

ITEM 2: Provide the surviving (continuing to exist) entity name, the Alaska Entity Number (if applicable), the jurisdiction (home state), and the entity type of the merging entity that is the survivor.

ITEM 3: (Optional) The future effective date of merger, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing.

ITEM 4: This statement is required by statute. Please read through and verify.

ITEM 5: *If* the surviving (continuing to exist) entity is domestic (Alaskan) and its public organic documents are being amended as part of the Plan of Merger, then it must identify the section(s) being amended and provide the amended section(s) full. Attach an additional 8.5" X 11" sheet if necessary.

ITEM 6 & 7: *If* the surviving (continuing to exist) entity is created by the merger and is a domestic (Alaskan) entity, then the newly created entity's public organic document must be included as an attachment to this Statement of Merger along with the appropriate filing fees.

ITEM 8:

If the surviving (continuing to exist) entity is a foreign (non-Alaskan) non-qualified (not on record with the State of Alaska) entity which is not conducting business in Alaska, then a mailing address to which the department may send any process served on the commissioner must be provided.

-OR-

If the survivor is a foreign (non-Alaskan) non-qualified (not on record with the State of Alaska) entity which is conducting business in Alaska then it must obtain a Certificate of Authority post-merger. This form is available on the Corporation's website at <http://commerce.alaska.gov/cbpl/corp>.

ITEM 9: Other Provisions: The Statement of Merger may contain other provisions not prohibited by law.

ITEM 10: The Statement of Merger must be signed on behalf of each merging entity.

- If the merging entities are corporations, it must be signed by an officer of the corporation.
- If the merging entity is not a corporation, it must be signed by the person authorized by the entity.
- If the merging entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the merging entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and the signature of the individual authorized to sign.

NOTE – Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE – If the Survivor Entity is new to Alaska - Create:

- *If* the surviving (continuing to exist) entity is created by the merger and is a domestic (Alaskan) entity, then the newly created entity's public organic document must be included as an attachment to this Statement of Merger along with the appropriate filing fees.
- *If* the survivor (continuing to exist) is a foreign (non-Alaskan) non-qualified (not on record with the State of Alaska) entity which is conducting business in Alaska then it must obtain a Certificate of Authority post-merger. This form is available on Corporation's web page listed above.

NOTE – If Survivor Entity exists – Change Officials & Registered Agent:

Officials: If prior to the merger the survivor entity exists on record with the State of Alaska and the merger results in a change of an official, director, shareholder and percent owned then a Notice of Change of Officials must be filed with the division. The Notice Change of Officials may be filed at the same time as this Statement of Merger.

- If this statement results in the change of an official who holds a percentage of interest or shares in either merging entity, a Notice of Change of Officials must be filed in the manner and time prescribed in AS 10.06.813, 10.20.631, 10.50.765, or AS 32.11.020(d).
- In the case of a Limited Partnership: a domestic Limited Partnership must file an Amended Certificate of Limited Partnership and for a foreign Limited Partnership must file a Certificate of Correction in the manner and time prescribed in AS 32.11.020(d).
- In the case of a Limited Liability Partnership: a domestic Limited Liability Partnership must file an Amended Statement of Qualification and a foreign Limited Liability Partnership must file an Amended Statement of Foreign Qualification in the manner and time prescribed in AS 32.06.911 & 32.06.970.

Registered Agent: If prior to the merger the survivor entity exists on record with the State of Alaska and the merger results in a change in the Registered Agent or the registered agent's address then a Statement of Change must be filed with the division. The Statement of Change may be filed at the same time as this Statement of Merger.

NOTE – Plan of Merger -OR- Statement of Merger: Do not send both. Submit either the Statement of Merger **OR** the plan of merger that is signed on behalf of all the merging entities and contains all the information required to be in the Statement of Merger and is delivered to the Division for filing after the plan has been adopted and approved by all merging entities. Sending both the Plan of Merger and the Statement of Merger together may cause delays in processing time.

SUBMITTAL: Please submit forms and payment together.

- See Items # 6, 7, and 8 for additional forms and fees which may be required.
- Mail the Statement of Merger (form 08-564) and the \$25.00 non-refundable filing fee in U.S. dollars to:
 - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

ADDITIONAL RESOURCES:

Professional Licensing Section:

For information regarding what professions require a professional license, statutes, how to obtain a professional license, and/or the expiration date if you already have a professional license, visit the Professional Licensing website at <http://commerce.alaska.gov/cbpl/pl>.

**NOTICE: if a professional license is owned by an entity
and there is a change in the entity then the professional license may be impacted.
Contact the appropriate professional licensing examiner.**

Business Licensing Section:

For the privilege of engaging in a business in the State of Alaska, a business license is required for a new entity. For information regarding business licenses, statutes, and how to obtain a business license, visit the Business Licensing website at <http://commerce.alaska.gov/cbpl/bl>.

NOTE: a change in the ownership of a business license requires a new business license.

Alaska Corporate Net Income Tax:

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.

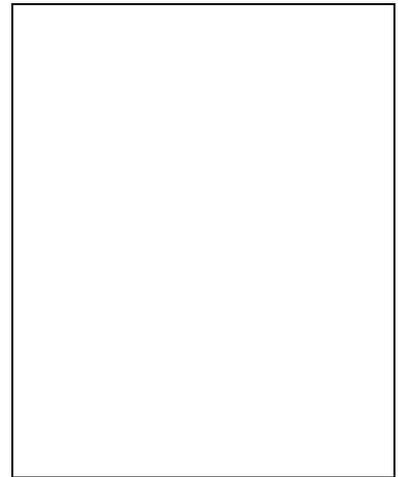


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STATEMENT OF MERGER

Specifically for

All Entity Types

Merging under the Alaska Entity Transactions Act AS 10.55.205

[] \$25.00 Filing Fee (non-refundable) (\$25 Corp Fee)

Pursuant to Alaska Statutes 10.55.205, excluding entities stated in AS 10.55.110, the undersigned entities submit the following Statement of Merger:

ITEM 1: Merging entity that is not a survivor (merging out of existence) information:

Name of the merging (out of existence) entity: Alaska Entity # (if applicable):

State of Domicile or Jurisdiction (home state): Type of Entity:

If more than one entity is merging, and is not the survivor, provide the following:

Name of the merging (out of existence) entity: Alaska Entity # (if applicable):

State of Domicile or Jurisdiction (home state): Type of Entity:

Attach a separate 8.5" x 11" sheet with additional merging (out of existence) corporations, if necessary.

ITEM 2: Merging entity that is the survivor (continuing to exist after the merger) information:

Name of the merging (continuing to exist) entity: Alaska Entity # (if applicable):

State of Domicile or Jurisdiction (home state): Type of Entity:

Statement of Merger: All Entity Types

ITEM 3: (Optional) The future effective date of merger, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format): ___/___/_____.

ITEM 4: The merger was approved by each domestic (Alaskan) merging entity, if any, in accordance with AS 10.55.201-10.55.206 and by each foreign (non-Alaskan) merging entity, if any, in accordance with the law of the foreign merger entity's jurisdiction of organization.

ITEM 5: *If* the surviving (continuing to exist) entity is domestic (Alaskan) and its public organic documents are being amended as part of the Plan of Merger, then it must identify the section(s) being amended and provide the amended section(s) in full below:

Attach a separate 8.5" x 11" sheet if necessary.

ITEM 6 & 7: *If* the surviving (continuing to exist) entity is created by the merger and is a domestic (Alaskan) entity, then the newly created entity's public organic document must be included as an attachment to this Statement of Merger along with the appropriate filing fees.

ITEM 8: *If* the surviving (continuing to exist) entity is a foreign (non-Alaskan) non-qualified (not on record with the State of Alaska) entity which is not conducting business in Alaska, then a mailing address to which the department may send any process served on the commissioner must be provided.

Name:		
Mailing address:		
City:	State:	Zip Code:

-OR-

If the survivor is a foreign (non-Alaskan) non-qualified (not on record with the State of Alaska) entity which is conducting business in Alaska then the entity must obtain a Certificate of Authority post-merger.

ITEM 9: Other Provisions: The Statement of Merger may contain other provisions not prohibited by law:

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Attach a separate 8.5" x 11" sheet if necessary.

ITEM 10: The Statement of Merger must be signed on behalf of each merging entity.

- If the merging entities are corporations, it must be signed by an officer of the corporation.
- If the merging entity is not a corporation, it must be signed by the person authorized by the entity.
- If the merging entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

If the merging entity is currently on record with this division (has an AK Entity Number) and the signer is an official of the entity then the signer must be currently on record with this division.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and the signature of the individual authorized to sign.

Merging Non-Surviving (merging out of existence) Entity Signature(s):

Signature	Printed Name	Title and entity that is represented	Date

Signature	Printed Name	Title and entity that is represented	Date

Attach a separate 8.5" x 11" sheet with additional corporations, if necessary.

Merging Survivor (continuing to exist) Entity Signature:

Signature	Printed Name	Title and entity that is represented	Date

Signature	Printed Name	Title and entity that is represented	Date

NOTE - Signatures:

Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE – If Survivor Entity is new to Alaska - Create:

- If the surviving (continuing to exist) entity is created by the merger and is a domestic (Alaskan) entity, then the newly created entity's public organic document must be included as an attachment to this Statement of Merger along with the appropriate filing fees.
- If the survivor (continuing to exist) is a non-qualified (not on record with the state) foreign (non-Alaskan) entity which is conducting business in Alaska then it must obtain a Certificate of Authority post-merger.

NOTE – If Survivor Entity exists – Change Officials & Registered Agent:

- If prior to the merger the survivor entity exists on record with the State of Alaska and the merger results in a change of an official, director, shareholder and percent owned then a Notice of Change of Officials must be filed with the division. The Notice Change of Officials may be filed at the same time as this Statement of Merger.
- If prior to the merger the survivor entity exists on record with the State of Alaska and the merger results in a change in the Registered Agent or the registered agent's address then a Statement of Change must be filed with the division. The Statement of Change may be filed at the same time as this Statement of Merger.

SUBMITTAL: Please submit forms and payment together.

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CONTACT INFORMATION SHEET

Please return this document with your filing. This information may be used by the division to assist with processing the attached filings. (NOTE: this form will not be filed for record or appear online.)

ENTITY NAME as it appears on this filing:

Alaska Entity #:

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QUESTIONS/PROBLEMS - The division may send any problems regarding this filing to:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:
Phone:	Email:	

FILED DOCUMENTS – Documents filed for record pertaining to this filing may be sent to:

Check this box if you want filed for record documents returned to the address listed above.

If you want the filed for record documents sent to a different address, please complete the following:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:

SUBMITTAL: Please submit forms and payment together.

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Contact Information Sheet



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FOR DIVISION USE ONLY

State of Alaska
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PO Box 110806, Juneau, AK 99811
Phone: (907) 465-2550

Credit Card Payment Form

All major credit cards are accepted. For security purposes, do not email credit card information. Include this credit card payment form with your application.

Name of Applicant or Licensee: _____

Program Type: _____ License Number (if applicable): _____

I wish to make payment by credit card for the following (check all that apply):

AMOUNT

Application Fee: _____

License or Renewal Fee: _____

Other (name change, wall certificate, fine, duplicate license, exam, etc.):

1. _____

2. _____

TOTAL: _____

Name (as shown on credit card): _____

Mailing Address: _____

Phone Number: _____ Email (optional): _____

Signature of Credit Card Holder: _____

08-4438

Rev 12/26/18

Credit Card Payment Form (all major cards accepted)

CREDIT CARD INFO: Your payment cannot be processed unless all fields are completed!

<p>1. Account Number: _____</p> <p>2. Expiration Date: _____</p> <p>3. Billing ZIP Code: _____</p> <p>4. Security Code: _____</p>	<p>All four fields MUST be completed!</p> <p>This section will be destroyed after the payment is processed.</p>
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