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 08-565 are specifically for

STATEMENT OF ABANDONMENT OF PLAN OF MERGER

Under the Alaska Entity Transactions Act AS 10.55.204

☐ **Filing Fee: $25.00 (non-refundable)**

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

WHAT IS A MERGER?
A merger is a transaction authorized by AS 10.55.201-10.55.206. 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.

NOTE: Pursuant to Alaska Statutes 10.55.204(c), after a plan of merger has been approved by a domestic (Alaskan) merging entity and before a statement of merger becomes effective, the plan of merger may be abandoned by submitting the following Abandonment of Plan of Merger.

ITEM 1: The name of each merging or surviving entity which is a domestic (Alaskan) entity or a qualified (on record with this division) foreign (non-Alaskan) entity.

NOTE: The names of the merging entities must match the names in the plan of merger or in Items #1 and #2 on the Statement of Merger.

ITEM 2: A Statement of Abandonment can only be filed after a Statement of Merger has been filed with the department and before it becomes effective. (Note: The Statement of Merger effective date is the date filed with this division or a future effective date if provided in the Statement of Merger.)

ITEM 3: This statement is required by statute. Please read through and verify.

ITEM 4: The Abandonment of the Plan of Merger *must* be signed on behalf of *each* merging entity (listed in Item # 1 above).

- 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.

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

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.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Abandonment of Plan of Merger (form 08-565) 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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Specifically for

STATEMENT OF ABANDONMENT OF PLAN OF MERGER
All Entity Types

Under the Alaska Entity Transactions Act AS 10.55.204(c)

☐ **$25.00 Filing Fee (non-refundable)** ($25 Corp Fee)

Pursuant to Alaska Statutes 10.55.204(c), after a plan of merger has been approved by a domestic (Alaskan) merging entity and before a statement of merger becomes effective, the plan of merger may be abandoned by submitting the following Abandonment of Plan of Merger.

ITEM 1: The name of each merging or surviving entity which is a domestic (Alaskan) entity or a qualified (on record with this division) foreign (non-Alaskan) entity. (Note: the names of the merging entities must match the names in the plan of merger or in Items #1 and #2 on the Statement of Merger.):

Name of the merging entity:	Alaska Entity # (mandatory):
State of Domicile or Jurisdiction (home state):	Type of Entity:

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

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

ITEM 2: The date on which the plan of merger or the Statement of Merger, with a future effective date, was filed for record with this division (mm/dd/yyyy format): ____/____/_____

ITEM 3: The merger has been abandoned in accordance with AS 10.55.204.

ITEM 4: The Abandonment of the Plan of Merger *must* be signed on behalf of *each* merging entity (listed in Item # 1 above).

- 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.

Signature	Printed Name	Title and entity that is represented	Date

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Signature	Printed Name	Title and entity that is represented	Date

Attach a separate 8.5” x 11” sheet, if necessary.

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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 #:

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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