



STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



ARTICLES OF MERGER
(Subsidiary into Parent)
(Section 414-314, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Merger, certify as follows:

1. The name and state of incorporation of the parent or surviving corporation is:

_____ (Type/Print Corporate Name) _____ (State)

2. The name and state of incorporation of the merging or subsidiary corporation is:

_____ (Type/Print Corporate Name) _____ (State)

3. The surviving corporation owns at least 90% of the issued and outstanding shares of the merging corporation.

4. The Plan of Merger has been approved by the board of directors of the surviving corporation.

5. Outstanding shares of each class of the subsidiary corporation and shares of each class owned by the surviving corporation:

Number of Outstanding Shares of the Subsidiary Corporation	Class/Series	Number of Outstanding Shares of the Subsidiary, owned by the Parent Corporation

6. A copy of the Plan of Merger was mailed to all of the shareholders of the subsidiary corporation on:

_____ (Month Day Year)

7. All entities party to this merger agree:

a. That the surviving entity may be served with process in this State in any action or proceeding for the enforcement of any liability or obligation of any entity previously subject to suit in this State which is to merge, and irrevocably appoints the following as its agent to accept service of process in any such proceeding.

_____ (Name of Agent) (State)

_____ (Street Address in Hawaii of Agent)

b. For the enforcement of the right of any dissenting member, shareholder, or partner to receive payment for their interest against the surviving entity.

8. The merger is effective on the date and time of filing the Articles of Merger or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

Merger is effective on the date and time of filing the Articles of Merger.

Merger is effective on _____, at _____ m., Hawaiian Standard Time, which date is not later than 30 days after the filing of the Articles of Merger.

The undersigned certifies under the penalties of Section 414-20, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this _____ day of _____,

Parent or Surviving corporation: _____
(Type/Print Corporate Name)

(Type/Print Name & Title) (Type/Print Name & Title)

(Signature of Officer) (Signature of Officer)

Instructions: Articles of Merger must be typewritten or printed in **black ink**, and must be **legible**. The articles must be signed by at least one officer of the parent or surviving corporation. All signatures must be in **black ink**. Submit original articles together with the appropriate fee.

- Line 1. State the full name of the parent or surviving corporation and its state of incorporation.
- Line 2. State the full name of the subsidiary or merging corporation and its state of incorporation.
- Line 5. Complete the information for the number of outstanding shares of each class of the subsidiary corporation and the number of shares owned by the surviving corporation.
- Line 6. Give the month, day and year that a copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation.
- Line 7. State the name and Hawaii street address of the agent for service of process. The agent must be an individual resident of Hawaii, a domestic entity, or a foreign entity authorized to transact business in the State of Hawaii. If agent is an entity, list the state or country of incorporation/formation or organization of the agent.
- Line 8. Check whether the merger is effective on the date and time of filing the Articles of Merger with the Department of Commerce and Consumer Affairs, State of Hawaii, or effective on a future date. If a future date is selected, state the effective date and time, which cannot be more than 30 days after the filing of the Articles of Merger.

Filing Fees: **Filing fee (\$50.00) is not refundable.** Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).
Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST. ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)