



Ohio Revised Code

Section 1729.38 Certificate of merger or consolidation filing and recording.

Effective: April 12, 2021

Legislation: Senate Bill 276

(A)(1) Upon adoption of an agreement of merger or consolidation under section 1729.35 or 1729.36 of the Revised Code, a certificate, signed by any authorized officer or representative of each constituent association or entity, shall be filed with the secretary of state on a form prescribed by the secretary of state that sets forth the following:

- (a) The name and form of each constituent association or entity and the state law under which each constituent entity exists;
 - (b) A statement that each constituent association or entity has adopted the agreement of merger or consolidation, the manner of adoption, and that the agreement was adopted in compliance with the laws applicable to each constituent association or entity;
 - (c) The effective date of the merger or consolidation, which date may be on or after the date of filing of the certificate;
 - (d) In the case of a merger, a statement that one or more specified constituent associations or entities will be merged into a specified surviving association or entity or, in the case of a consolidation, a statement that the constituent associations or entities will be consolidated into a new association or entity;
 - (e) The name and address of the statutory agent upon whom any process, notice, or demand against any constituent association or entity, or the surviving or new association or entity, may be served.
- (2) In the case of a merger into an association or domestic entity, any amendments to the articles of incorporation or the articles of organization of the surviving association or entity shall be filed with the certificate.
- (3) In the case of a consolidation to form a new domestic association or entity, the articles of



incorporation or the articles of organization of the new association or entity shall be filed with the certificate.

(4) If the surviving or new entity is a foreign entity that desires to transact business in this state as a foreign entity, the certificate shall be accompanied by the information required for qualification of a foreign entity in this state by Chapter 1703. of the Revised Code, in the case of a foreign corporation or foreign cooperative, or by sections 1705.53 and 1705.54 or 1706.511 of the Revised Code, in the case of a foreign limited liability company.

(B) A copy of the certificate of merger or consolidation, certified by the secretary of state, may be filed for record in the office of the county recorder of any county in this state. For such recording, the county recorder shall charge and collect the same fee as in the case of deeds. The certified copy of the certificate of merger or consolidation shall be recorded in the official records of the county recorder.

(C) For purposes of this section, "domestic entity" means a corporation other than an association or a limited liability company organized under the laws of this state.