



## Ohio Revised Code

### Section 1706.712 Merger certificate and effective date.

Effective: April 3, 2025

Legislation: House Bill 315 - 135th General Assembly

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(A) After each constituent entity has approved the agreement of merger, a certificate of merger shall be signed on behalf of both of the following:

(1) Each constituent limited liability company, as provided in division (A) of section 1706.17 of the Revised Code;

(2) Each other constituent entity, as provided in its governing statute.

(B) A certificate of merger under this section shall include all of the following:

(1) The name and form of each constituent entity, the jurisdiction of its governing statute, and its registration number, if any, as it appears on the records of the secretary of state;

(2) The name and form of the surviving entity, the jurisdiction of its governing statute, and, if the surviving entity is created pursuant to the merger, a statement to that effect;

(3) The date the merger is effective under the governing statute of the surviving entity;

(4) The name and mailing address of the person or entity that is to provide, in response to any written request made by a shareholder, partner, or other equity holder of a constituent entity, a copy of the agreement of merger.

(5) If the surviving entity is to be created pursuant to the merger:

(a) If it will be a limited liability company, the limited liability company's articles of organization;

(b) If it will be an entity other than a limited liability company, any organizational document that creates the entity that is required to be in a public record.



- (6) If the surviving entity exists before the merger, any amendments provided for in the agreement of merger for the organizational document that created the entity that are in a public record;
  - (7) A statement as to each constituent entity that the merger was approved as required by the entity's governing statute;
  - (8) If the surviving entity is a foreign entity not authorized to transact business in this state, the street address of its statutory agent;
  - (9) Any additional information required by the governing statute of any constituent entity.
- (C) Each constituent limited liability company shall deliver the certificate of merger for filing in the office of the secretary of state.
- (D) A merger becomes effective under sections 1706.71 to 1706.74 of the Revised Code as follows:
- (1) If the surviving entity is a limited liability company, upon the later of the following:
    - (a) Compliance with division (C) of this section;
    - (b) As specified in the certificate of merger.
  - (2) If the surviving entity is not a limited liability company, as provided by the governing statute of the surviving entity.