



FORM **2000**  
 Mandatory

**ARTICLES OF MERGER**

Sec. [178.1124](#), [179.1124](#), [180.1105](#), [181.1105](#), or [183.1024](#), Wis. Stats.

**Article 1. MERGING ENTITIES:**

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Limited Liability Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  _____ (state or country)

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Limited Liability Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  _____ (state or country)

Schedule more merging entities as an additional page

**Article 2. SURVIVING ENTITY:**

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Limited Liability Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  _____ (state or country)

**Article 3.** As used herein, the term “**organizational documents**” refers an entity’s articles of incorporation, articles of organization, statements of qualification, certificates of limited partnership, and similar documents that create and govern the entity and must be filed as public records under applicable law.

Select the applicable statement:

- The surviving entity preexists the merger, and it will be amending its organizational documents once the merger becomes effective. *If this box is checked, attach a copy of the amendments to the surviving entity’s organizational documents that will take effect with the merger.*
- The surviving entity preexists the merger, and it will not be amending its organizational documents immediately after the merger becomes effective.
- The surviving entity is being created in the merger. *If this box is checked, attach a copy of the organizational documents that will be filed to create the surviving entity.*

**Article 4.** The Plan of Merger was approved and adopted by each party to the merger in accordance with its governing law. The Plan of Merger is on file at the principal office of the surviving entity. Upon request, a copy of the Plan of Merger will be provided to any interest holder of any merging entity or surviving entity.

**Article 5. Special provisions (select only if applicable):**

This is a merger of a parent corporation and its indirect wholly owned subsidiary pursuant to section [180.11045](#) of the Wisconsin Statutes. It was approved in accordance with that section, and the requirements of section 180.11045(2), Wis. Stats., have been satisfied.

This merger includes a general partnership, limited partnership, limited liability partnership, or a limited liability limited partnership organized under Wisconsin law, and at least one partner of the partnership did not vote for or consent to the transaction. *If this box is checked, refer to sections [178.1161](#) or [179.1161](#) of the Wisconsin Statutes, as applicable, and select one of the two statements below:*

The transaction will materially increase the current or potential obligations of the non-consenting partner with respect to any entity in the merger or treat the non-consenting partner’s interests in a manner different from interests of the same class held by any other partner.

The transaction will not materially increase the current or potential obligations of the non-consenting partner with respect to any entity in the merger, nor treat the non-consenting partner’s interests in a manner different from interests of the same class held by any other partner.

**(Optional)** The merging parties may—but are not required to—include additional provisions relating to the merger in this document. Attach any optional provisions on additional pages as needed.

**EXECUTION:** These articles of merger must be signed by each of the merging entities identified in Article 1 above. Attach additional signature pages if necessary.

Executed on \_\_\_\_\_ (Date) \_\_\_\_\_ (Signature)

On behalf of:

\_\_\_\_\_ (Merging entity name) \_\_\_\_\_ (Printed name)

Select or enter the appropriate title of the person executing the document.

**For a Business Corporation**

Title:  President  Secretary  
 Other officer title: \_\_\_\_\_

**For all other entity types,** a person authorized to sign on behalf of the entity.

Title: \_\_\_\_\_

**For a Limited Partnership or Limited Liability Limited Partnership**

Title:  General Partner

Executed on \_\_\_\_\_ (Date) \_\_\_\_\_ (Signature)

On behalf of:

\_\_\_\_\_ (Merging entity name) \_\_\_\_\_ (Printed name)

Select or enter the appropriate title of the person executing the document.

**For a Business Corporation**

Title:  President  Secretary  
 Other officer title: \_\_\_\_\_

**For all other entity types,** a person authorized to sign on behalf of the entity.

Title: \_\_\_\_\_

**For a Limited Partnership or Limited Liability Limited Partnership**

Title:  General Partner

This document was drafted by \_\_\_\_\_ (Name the individual who drafted the document)

(Optional) This document has a **delayed** effective date: \_\_\_\_\_ (up to 90 days after received date)

**Contact Information:**

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Name

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Mailing Address

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City	State	Zip Code
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Email Address	Phone Number
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**INSTRUCTIONS** (Refer to sections [178.1124](#), [179.1124](#), [180.1105](#), [181.1105](#), or [183.1024](#), Wis. Stats., as applicable, for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the \$150.00 filing fee, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at [DFICorporations@dfi.wisconsin.gov](mailto:DFICorporations@dfi.wisconsin.gov).

**Article 1.** Identify the entities that are merging in the transaction. Provide the name, entity type, and governing law (either a U.S. state or a foreign country) of each entity as it exists immediately prior to the transaction.

**Article 2.** Identify the entity that will survive and continue its existence after (or be created by) the merger. Provide the name, entity type, and governing law (either a U.S. state or a foreign country) of the surviving entity.

**Article 3.** Select one of the three statements, whichever is applicable. If the surviving entity preexists the merger and its organizational documents will be amended after the merger becomes effective, check the first box and attach a copy of the amendments to the surviving entity's organizational documents. If the surviving entity preexists the merger but will not be amending its organizational documents immediately after the merger becomes effective, check the second box. If the surviving entity will be created in the merger, check the third box and attach a copy of the organizational documents that will be filed to create the surviving entity.

**Article 4.** Wisconsin law requires the parties to the merger to affirm that the plan of merger was approved and adopted in accordance with each party's governing law, that the plan is on file at the principal office of the surviving entity, and that the plan will be provided upon request to any interest holder of any merging entity or surviving entity. *Note: the parties to the merger are not required to file the plan of merger with the Department.*

**Article 5 (IF APPLICABLE).** Additional statements are required under two sets of circumstances:

**If the merger is between a parent corporation and its indirect wholly owned subsidiary,** you must check the first box to confirm that the transaction was approved in accordance with section [180.11045](#) of the Wisconsin Statutes.

**If the merger includes a general partnership, limited partnership, limited liability partnership, or limited liability limited partnership, and at least one partner of the partnership did not vote for or consent to the transaction,** you must check the second box, then check one of the two statements below it to indicate whether the transaction will materially increase the current or potential obligations of the non-consenting partner with respect to any entity in the merger or treat the non-consenting partner's interests in a manner different from interests of the same class held by any other partner. Consult section [178.1161](#) or [179.1161](#) of the Wisconsin Statutes, as applicable, for more information on this requirement.

**Optional additional provisions.** The merging parties may—but are not required to—include additional provisions relating to the merger in these Articles. Attach any optional provisions on additional pages as needed.

**Execution.** Each of the merging entities must sign this document. The signature requirements for each entity depend on the entity type:

**Business Corporations:** This document must be executed by an officer of the corporation, subject to two limited exceptions: (1) if directors have not been selected, it may be signed by an incorporator identified in the initial articles of incorporation; and (2) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, it may be signed by the fiduciary. Corporate directors are not authorized to sign this document in their capacities as directors. (A corporate director who also serves as an officer may sign the document, but that person must sign in their capacity as an officer of the corporation.)

**Limited partnerships and limited liability limited partnerships:** This document must be executed by a general partner.

**All other entity types:** This document must be signed by a person authorized by the entity.

**Drafter name.** If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter's name.

**Optional delayed effective date/time.** This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.