

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Ownership & Merger  
Subsidiary into Parent**

Dear Sir or Madam:

Attached please find a Certificate of Ownership form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$239.00. If your document is more than 1 page, please add \$9.00 for each additional page. You will receive a stamped “Filed” copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you, if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 07/04

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT  
Section 253**

**CERTIFICATE OF OWNERSHIP  
MERGING**

\_\_\_\_\_  
**INTO**  
\_\_\_\_\_

(Pursuant to Section 253 of the General Corporation Law of Delaware)

\_\_\_\_\_,  
a corporation incorporated on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_,  
pursuant to the provisions of the General Corporation Law of the State of Delaware;

**DOES HEREBY CERTIFY** that this corporation owns 90% of the capital stock of \_\_\_\_\_, a corporation incorporated on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ A.D., pursuant to the provisions of the \_\_\_\_\_, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ A.D., determined to and did merge into itself said \_\_\_\_\_, which resolution is in the following words to wit:

**WHEREAS** this corporation lawfully owns 90% of the outstanding stock of \_\_\_\_\_, a corporation organized and existing under the laws of \_\_\_\_\_, and

**WHEREAS** this corporation desires to merge into itself the said \_\_\_\_\_, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

**NOW, THEREFORE, BE IT RESOLVED**, that this corporation merge into itself said \_\_\_\_\_ and assumes all of its liabilities and obligations, and

**FURTHER RESOLVED**, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said \_\_\_\_\_ and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of \_\_\_\_\_ County; and

**FURTHER RESOLVED**, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ A.D.

By: \_\_\_\_\_  
Authorized Officer

Name: \_\_\_\_\_  
Print or Type

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

(Insert if applicable)

**FURTHER RESOLVED** that \_\_\_\_\_  
relinquishes its corporate name and assumes in place thereof the name  
\_\_\_\_\_.