BOARD RESOLUTION OF [YOUR COMPANY NAME]

ACKNOWLEDGMENT OF MERGER AND OWNERSHIP OF [NAME OF MERGING COMPANY]

DULY PASSED ON [DATE]

**OWNERSHIP OF AND MERGER WITH [MERGING COMPANY]**

WHEREAS, [YOUR COMPANY NAME], according to resolutions of its Board of Directors duly adopted at a meeting held on [DATE], intends to merge into itself said Merging Company; and

WHEREAS, [YOUR COMPANY NAME] owns all of the outstanding shares of each class of stock of the Merging Company a [STATE/PROVINCE] company,

RESOLVED, that [NAME OF YOUR COMPANY] shall assume all of the obligations of the Merging Company;

RESOLVED FURTHER, that said merger should become effective upon the filing of a Certificate of Ownership and Merger with the [SECRETARY OF STATE or OTHER RESPONSIBLE] of [STATE/PROVINCE] or at such later time set forth therein;

RESOLVED FURTHER, that upon the effectiveness of the said merger, the name of the Company shall be changed to [NAME];

RESOLVED FURTHER, that the bylaws of [YOUR COMPANY NAME] are amended in the following manner:

[BYLAWS OF COMPANY, DATED], Article [NUMBER], – a new section shall be added to read:

The proper officers of the Company hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge the Merging Company into the Company and to assume its obligations, and to so change the name of the Company, and the date of adoption thereof, and to cause the same to be filed with the [SECRETARY OF STATE or OTHER RESPONSIBLE] of [STATE/PROVINCE] and to do all acts and things whatsoever, whether within or without the [STATE/PROVINCE] of [COUNTRY], which may be necessary or proper to effect the said merger and the change of name.

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quo*rum, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[DIRECTOR]