

**Form 623****(Revised 12/15)**

Return in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512 463-5709

**Filing Fee:** [see instructions](#)

This space reserved for office use.

**Parent-Subsidiary  
Certificate of Merger  
Business Organizations Code**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Name of Organization

The organization is a

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of

The file number, if any, is

StateCountryTexas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street AddressCityStateCountry

Subsidiary 1

Name of Organization

The organization is a:

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

The file number, if any, is

StateCountryTexas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street AddressCityStateCountry

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstandingClassSeriesNumber owned by parentPercentage Owned☐ The organization will survive the merger.☐ The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a:

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

\_\_\_\_\_ The file number, if any, is: \_\_\_\_\_  
*State Country Texas Secretary of State file number*  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

\_\_\_\_\_  
*Street Address City State Country*  
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:  
*Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned*

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

Subsidiary 3

\_\_\_\_\_  
*Name of Organization*  
The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*  
\_\_\_\_\_  
*State Country Texas Secretary of State file number*  
The file number, if any, is: \_\_\_\_\_  
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

\_\_\_\_\_  
*Street Address City State Country*  
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:  
*Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned*

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

### Resolution of Merger

☐ A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on \_\_\_\_\_  
*mm/dd/yyyy*

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

\_\_\_\_\_  
*Name of New Organization 1 Jurisdiction Entity Type (See instructions)*  
\_\_\_\_\_  
*Principal Place of Business Address City State Zip Code*

Name of New Organization 2	Jurisdiction	Entity Type (See instructions)
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Principal Place of Business Address	City	State	Zip Code
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Name of New Organization 3	Jurisdiction	Entity Type (See instructions)
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Principal Place of Business Address	City	State	Zip
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**Effectiveness of Filing** (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

*Text Area*

**Tax Certificate**

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

☐ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: \_\_\_\_\_

\_\_\_\_\_  
Parent Organization Name

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person