**NOTE: THIS IS A SAMPLE DOCUMENT ONLY. PLEASE FOLLOW THIS FORMAT AND THE INSTRUCTIONS IN PARENTHESES ( ) WHEN DRAFTING YOUR OWN PETITION. PLEASE BE SURE TO HAVE THE NOTARY PUBLIC INCLUDE A COMPLETE ACKNOWLEDGMENT OF THE SIGNATURES ON THE PETITION, INCLUDING AN ACKNOWLEDGMENT STATEMENT SUCH AS THAT ON PAGE 3 AND HIS/HER STAMP AND SIGNATURE. IF THE SIGNATURES ARE ACKNOWLEDGED SEPARATELY, EACH ACKNOWLEDGMENT MUST INCLUDE THE STATEMENT, STAMP AND SIGNATURE.**

 **S A M P L E**

 **PETITION FOR MERGER**

 TO THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK:

 The trustees of (*name of proposed OR existing education corporation #1*) and the directors of (*name of existing education corporation #2 OR existing not-for-profit corporation*) hereby petition you for an order of merger pursuant to Education Law §223. As a basis for such petition the following is hereby certified to be true:

1. (*Name of proposed OR existing education corporation #1*) was incorporated under Education Law §216 by the issuance of (*a provisional OR**an absolute*) charter granted by the Board of Regents. (*If existing, state date when provisional charter was granted and give history of amendments and dates of extension or absolute charter, if appropriate.*)

2-a. (*Name of existing education corporation #2*) was incorporated under Education Law §216 by the issuance of (*a provisional OR an absolute*) charter granted by the Board of Regents. (S*tate date when provisional charter was granted and give history of amendments and dates of extension or absolute charter, if appropriate.*)

OR

2-b. (*Name of not-for-profit corporation*) was incorporated under §402 of the Not-For-Profit Corporation Law on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ . (*Alternatively, list appropriate section of Membership Corporation Law or Act of the Legislature by which incorporated. Give history of types and dates of further corporate actions, e.g., the filing of certificates of amendment, etc. If any of the filings required consent of the Commissioner of Education, please list these dates as well.*)

3. The above corporations have entered into an Agreement of Merger that sets forth the name of the surviving corporation, which shall be (*name of surviving merged education corporation*); the location of the surviving corporation; the terms and conditions of merger; and, where applicable, any amendments or changes in the *(charter OR certificate of incorporation)* of the surviving corporation to be effected by such merger.

4. The Agreement of Merger has been approved by three-fourths of the trustees and directors of each constituent corporation at a meeting separately and specially called for that purpose, which approval has been verified by the chairman and the clerk of the special meeting.

5. The surviving corporation will continue to administer the educational operations and purposes of the constituent corporations in the same manner as they presently exist. The purposes of the surviving corporation are: (s*et forth combined purposes of education corporation #1 and education corporation #2 OR the not-for-profit corporation; if education corporation #1 is not yet formed, these should be identical to the purposes listed in the petition for provisional/absolute charter, EXCEPT that any non-educational purposes in the not-for-profit corporation’s certificate of incorporation must first have been deleted via amendment*)

6. As a result of the Agreement of Merger, all of the property of the previous corporations will be vested in the surviving corporation, which will undertake all of the liabilities and obligations of the previous corporations to the extent as if they had been contracted for or incurred by it.

 The trustees of (*name of education corporation #1*) and the (*trustees OR* directors) of (*name of education corporation #2 OR not-for-profit corporation*) respectfully request your attention to their petition and that an Order of Merger be granted.

IN WITNESS WHEREOF, we have made, signed and acknowledged this application on this day of , 20 .

 *Typed name/title/name of corporation*

 *Signature Signature*

***Two officers***

***sign on behalf***

***of each corporation*** *Typed name/title/name of corporation*

 *Signature Signature*

STATE OF NEW Y ORK )

 ss.:

COUNTY OF )

On this day of , 20 , before me personally appeared (*insert names of officers*), to me known to be the persons described in and who executed the foregoing petition, and they severally duly acknowledged to me that they executed the same.

(*Typed name, stamp and signature of notary public*)

**S A M P L E**

**AGREEMENT OF MERGER**

 Wherein, it is mutually agreed as follows:

1. The names of each constituent corporation to be merged are *(name of proposed or existing education corporation #1)* and *(name of existing education corporation #2 OR not-for-profit corporation)*. *(If the name of any of the corporations has been changed, include the name under which it was formed)*

2. The name of the surviving corporation shall be *(name of surviving merged education corporation)*.

3. The location of the surviving corporation shall be (i*nclude street address, city, state, county and zip; if there is a separate mailing address, please indicate*).

4. Terms and conditions of merger:

 a. When the merger shall become effective pursuant to an Order of Merger by the Board of Regents, the separate existence of *(name of education corporation #2 OR not-for-profit corporation)* shall cease, and the surviving corporation shall possess all of the rights, privileges, and powers and be subject to all of the duties and obligations of a corporation chartered by the Board of Regents of the University of the State of New York.

 b. Upon merger all property, real, personal and mixed and all debts to each of the constituent corporations on whatever account, shall be vested in the surviving corporation, and all debts, liabilities and duties of each constituent corporation shall thereafter attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

5. *(Where applicable, please include a statement of any amendments or changes in the (charter ORcertificate of incorporation)* *of the surviving corporation to be effected by such merger).*

The above agreement of Merger has been adopted by three-fourths of the trustees of *(name of education corporation #1)* and the *(trustees OR directors)* of *(name of education corporation #2 OR not-for-profit corporation)* as evidenced by the annexed verified certificates of approval.

 **S A M P L E**

 **CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

(*One certificate must be prepared on behalf of each corporation.*)

 We the undersigned, being the chairman and secretary of the board of trustees of (*name of proposed or existing education corporation #1 OR name existing education corporation #2 OR name of not-for-profit corporation*) hereby certify that at a special meeting held on the day of 20 and called for this purpose, not less than three-fourths of the whole number of trustees (*OR directors*) voted to approve the annexed Agreement of Merger of (*name of proposed or existing education corporation #1*) and (*name of existing education corporation #2 OR name of not-for-profit corporation*).

  *Signature*

 *Typed name/Chairman*

 *Signature*

 *Typed name/Secretary*

STATE OF NEW YORK )

 :ss.:

COUNTY OF )

On this day of , 20 , before me personally appeared (*insert names of officers*), to me known to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

(*Typed name, stamp and signature of notary public.*)