

Merger Agreement

This Merger Agreement (the "Agreement") is made and entered into as of by and between ("Company A"), a corporation organized under the laws of , and ("Company B"), a corporation organized under the laws of .

1. Merger

Subject to the terms and conditions of this Agreement, Company A shall be merged with and into Company B effective as of (the "Effective Date").

2. Terms and Conditions

1. The Articles of Incorporation of Company B shall be the Articles of Incorporation of the surviving corporation.
2. The Bylaws of Company B shall be the Bylaws of the surviving corporation.
3. The directors and officers of Company B immediately prior to the Effective Date shall be the directors and officers of the surviving corporation.

3. Representations and Warranties

Each party represents and warrants that it has the power and authority to enter into this Agreement and to consummate the transactions contemplated hereby.

4. Miscellaneous

This Agreement shall be governed by the laws of . Any amendments to this Agreement must be in writing and signed by both parties.

IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement as of the date first written above.

Company A

By:
Title:
Date:

Company B

By:
Title:
Date: