

[letterhead]

\_\_\_\_\_, 20\_\_

**VIA U.S. Mail**

Attorney General, Charitable Trusts Section  
455 Golden Gate Avenue, Suite 11000  
San Francisco, California 94102-7004

Re: Notice to Attorney General of Proposed Merger under Section 6010 of the California Corporations Code

Greetings:

We are writing to you regarding the anticipated merger of Client ("Client"), a California nonprofit public benefit corporation, into XYZ ("XYZ"), a California nonprofit public benefit corporation ("Merger"). We submit this letter and enclosures, which serve as notice of the Merger to the office of the Attorney General pursuant to Section 6010 of the California Corporations Code.

**1. About XYZ and Client**

XYZ, established in \_\_\_\_, is a \_\_\_\_ organization whose mission is to \_\_\_\_\_.

Client, established in \_\_\_\_, has a mission to \_\_\_\_\_.

**2. Factual Basis for the Merger**

**Current operation**

Since \_\_\_\_, XYZ and Client have \_\_\_\_\_. The two entities operate as follows:

- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**Rationale for the Merger**

After considerable deliberation and discussion, on \_\_\_\_\_, 20\_\_, the XYZ and Client boards of directors each unanimously approved the proposed Merger. They believe that the Merger will \_\_\_\_\_.

In making their determination, the boards of directors considered, among other things, \_\_\_\_\_.

### 3. The Proposed Merger

#### Agreement of Merger

The XYZ and Client boards of directors approved an Agreement of Merger in substantially the form enclosed with this letter. The Agreement of Merger, together with its exhibits, constitutes the document governing the Merger.

#### Effect of the Merger

Principal effects of the Merger include the following:

- Client's separate legal existence will cease once it merges into XYZ.
- The programmatic activities and operations of Client will continue uninterrupted, including the use of donated funds.
- XYZ will succeed to all of Client's rights and property and be subject to all of its debts and liabilities.

In addition, as provided in the Agreement of Merger, XYZ will amend its Articles of Incorporation to \_\_\_\_\_.

#### Completing the Merger

XYZ and Client intend to complete the Merger as soon as practicable following expiration of the 20-day notice period contemplated by Section 6010 of the California Corporations Code, or receipt of the Attorney General's written waiver of such notice period, whichever occurs earlier.

### 4. Enclosed documents

Enclosed are copies of the following documents in support of this notice of the proposed Merger:

- XYZ Board meeting minutes reflecting discussion of the proposed Merger
- Client Board meeting minutes reflecting discussion of the proposed Merger
- XYZ Board resolutions authorizing the Merger
- Client Board resolutions authorizing the Merger
- Financial statements for XYZ, dated \_\_\_\_\_, 20\_\_
- Financial statements for Client, dated \_\_\_\_\_, 20\_\_
- XYZ's Articles of Incorporation, as amended
- Client's Articles of Incorporation
- Form of Agreement of Merger

\* \* \* \* \*

Attorney General, Charitable Trusts Section

\_\_\_\_\_, 20\_\_

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Please acknowledge receipt of this letter and its enclosures by stamping the enclosed copy of this letter, "Received," and returning it in the enclosed self-addressed postage prepaid envelope.

Thank you for your consideration. Please do not hesitate to contact me at (\_\_\_\_) \_\_\_\_ - \_\_\_\_ or \_\_\_\_@\_\_\_\_ should you have any questions or need further information.

Very truly yours,

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cc: [name], [title], Client (w/o enclosures)

Enclosures