

# Sample Document #3

## Merger-Consolidation Checklist

Merger/Consolidation Due Diligence  
Principals Share With Each Other and Attorney(s)  
Prepared by Robert H. Levin, Esq.

### Governance

- \_\_\_ 501(c)(3) Determination Letter
- \_\_\_ Articles of Incorporation and any amendments
- \_\_\_ Bylaws (most current draft)
- \_\_\_ Current Board list (and bios if exist)
- \_\_\_ Current membership roster (if applicable)
- \_\_\_ Organizational Chart (if exist)
- \_\_\_ Board Meeting Minutes From Past 3-5 Years
- \_\_\_ Conflict of Interest Policy
- \_\_\_ Other policies
- \_\_\_ Charitable solicitation filings for past 3 years
- \_\_\_ Existing lawsuits or threats of suits
- \_\_\_ Copies of all operating licenses, accreditations, etc.
- \_\_\_ Miscellaneous contracts or agreements (joint ventures, coalition agreements, etc.)

### Finances

- \_\_\_ Current financial statements
- \_\_\_ Audit letters and reports fr private accountant firms for past 3 years (if exist)
- \_\_\_ Audit letters fr DHS or any other federal or state agency (if exist)
- \_\_\_ Form 990s for past 3 years
- \_\_\_ Proof of employment tax filings for past 3 years
- \_\_\_ Proof of Sales Tax filings or Sales Tax Exemption Certificate
- \_\_\_ Proof of Service Provider Tax filings (if DHS service provider)
- \_\_\_ Insurance policies declarations and claims histories
- \_\_\_ Loans or lines of credit owed by organization
- \_\_\_ Mortgages and other debt instruments
- \_\_\_ Loans owed to organization
- \_\_\_ List of significant personal property (vehicles, office equipment)
- \_\_\_ Office equipment leases

### Donations, Grants, Pledges, Bequests

- \_\_\_ Current summary of donations from individuals/corporations (if exists, # of donors and amount of donations per state)
- \_\_\_ Grant agreement or restricted gift agreements
- \_\_\_ Grant reports to determine whether the corporation is meeting the requirements of grant or loan (Optional)
- \_\_\_ Statement from each funder or lender that the corporation is in compliance with all terms of its grant or loan (Optional)
- \_\_\_ Active charitable pledges
- \_\_\_ Known bequests or other expectancies
- \_\_\_ Other planned giving instruments (Charitable Gift Annuities, etc.)

## Employment and Volunteers

- List of all current employees and job descriptions
- Employment agreements
- Independent contractor agreements
- Personnel policies
- Description of employee benefit plans or programs
- Volunteer policies (if applicable)

## Real Property

- Deeds to any real property owned by
- Copies of any leases or easements or similar interests in land
- Transaction screens or environmental assessments for real property
- Title policies for real property
- Zoning and use permits
- Property tax records (if exist)
- (Land Trusts) Review of CE's, Baselines, and Deeds