

# CERTIFICATE OF CONVEYANCE

## **PART I**

1. Location of land being conveyed: \_\_\_\_\_

\_\_\_\_\_ (Include name of county or Baltimore City)

2. Transferor: \_\_\_\_\_

3. Transferee: \_\_\_\_\_

4. Certificate of Conveyance accompanying: (Please check appropriate box)

\_\_\_\_\_ Articles of Merger                      \_\_\_\_\_ Articles of Transfer

\_\_\_\_\_ Document evidencing merger or consolidation

\_\_\_\_\_ Articles of consolidation of foreign corporations or foreign limited partnerships.

5. Interest in land affected: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)

\_\_\_\_\_  
\_\_\_\_\_

6. Mailing address for receipt of tax bill:

Name & address \_\_\_\_\_

## **PART II**

Is this a transfer of real property subject to agricultural transfer tax? (YES \_\_\_ NO \_\_\_)

## **PART III**

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

## **PART IV**

For use where property is being conveyed by merger or consolidation. (Please check applicable box)

1. Is this a merger of a Partnership into an Limited Liability Company where the identity of the members and allocation of profit and loss are identical for both entities? (YES \_\_\_ NO \_\_\_)

NOTE: IF THIS ANSWER IS YES, THE TRANSACTION IS NOT SUBJECT TO TAX, SKIP THE REST OF PART IV AND ALL OF PART V AND COMPLETE PART VI. IF THE ANSWER IS NO, CONTINUE WITH THE FOLLOWING QUESTIONS.

2. Is this a merger where a partnership or limited liability company is a party to the merger?  
(YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 3, 4, AND 5.

3. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES \_\_\_ NO \_\_\_)

4. Is this a merger of a parent corporation into its subsidiary corporation? (YES\_\_\_NO\_\_\_)

5. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned this real property? (YES\_\_\_NO\_\_\_)

B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES\_\_\_NO\_\_\_)

C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES\_\_\_NO\_\_\_)

NOTE: IF ALL ANSWERS TO QUESTIONS 3 THROUGH 5 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

## **PART V**

For use where real property is being conveyed by articles of transfer.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES\_\_\_NO\_\_\_)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (YES\_\_\_NO\_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation? (YES\_\_\_NO\_\_\_)

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? yes no

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (YES\_\_\_NO\_\_\_)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between two or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation(s) or became a stockholder of the subsidiary corporation(s) for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation?

(YES\_\_\_NO\_\_\_)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (YES\_\_\_NO\_\_\_)

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES\_\_\_NO\_\_\_)

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES\_\_\_NO\_\_\_)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS

DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

**PART VI**

COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A) Consideration for Real Property conveyed: \$ \_\_\_\_\_

B) Value of Real Property Determined by the Department at the date of finality immediately before the date of the transaction: \$ \_\_\_\_\_

C) All public taxes due by the transferor in the county where the real property is located:  
have been paid \_\_\_\_\_ have not been paid \_\_\_\_\_ (Please check one)

All personal property taxes due by the transferor in the county where the real property is located:  
have been paid \_\_\_\_\_ have not been paid \_\_\_\_\_ (Please check one)

D) I hereby acknowledge and affirm under the penalties of perjury that to the best of my knowledge, information and belief, the foregoing representations are true.

\_\_\_\_\_  
(NAME OF CORPORATION)

\_\_\_\_\_  
(SIGNATURE AND TITLE)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

=====

**FOR OFFICE USE ONLY**

MARYLAND RECORDATION TAX PAID: \_\_\_\_\_

MARYLAND TRANSFER TAX PAID: \_\_\_\_\_

LOCAL TRANSFER TAX PAID: \_\_\_\_\_

TOTAL: \_\_\_\_\_

Approved for record by \_\_\_\_\_

State Department of Assessments & Taxation

## **INSTRUCTIONS FOR COMPLETING CERTIFICATE OF CONVEYANCE**

SECTION 3-112, SECTION 10-208 AND SECTION 4A-707 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND REQUIRES THAT A **CERTIFICATE OF CONVEYANCE**(PROPERTY CERTIFICATE) MUST BE FILED WITH THE DEPARTMENT WHENEVER A MARYLAND OR FOREIGN CORPORATION, LIMITED PARTNERSHIP OR LIMITED LIABILITY COMPANY WHICH OWNS AN INTEREST IN LAND IN MARYLAND MERGES, CONSOLIDATES OR TRANSFERS ALL OR SUBSTANTIALLY ALL OF ITS ASSETS AND FILES ONE OF THE FOLLOWING DOCUMENTS WITH THE DEPARTMENT:

- 1.) ARTICLES OF MERGER;
- 2.) ARTICLES OF CONSOLIDATION;
- 3.) ARTICLES OF TRANSFER; OR
- 4.) DOCUMENTATION REQUIRED BY SECTION 3-117 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND.

**A.** THE CERTIFICATE MUST BE SUBMITTED IN TRIPLICATE.

**B.** A SEPARATE CERTIFICATE MUST BE SUBMITTED FOR EACH COUNTY IN WHICH PROPERTY IS LOCATED.

**C.** A FEE OF \$25.00 FOR EACH COUNTY IN WHICH PROPERTY IS LOCATED MUST ACCOMPANY THE CERTIFICATES.

**D.** IF THE VALUE OF THE REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF TRANSFER IS REQUIRED, REVIEW THE CURRENT YEAR'S TAX BILL FOR THE PROPERTY OR CONTACT THE OFFICE OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION WHERE THE PROPERTY IS LOCATED.

**E.** PRIOR TO ACCEPTING A DOCUMENT CONVEYING TITLE TO REAL PROPERTY IN MARYLAND, ALL

1.) PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY MUST HAVE BEEN PAID;AND

2.) PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED MUST HAVE BEEN PAID.

**F.** UNLESS SPECIFICALLY EXEMPT PURSUANT TO TITLE 12 OR TITLE 13 OF THE TAX-PROPERTY ARTICLE OF THE ANNOTATED CODE OF MARYLAND, THE FOLLOWING MUST ACCOMPANY THE CERTIFICATE OF CONVEYANCE:

1.) MARYLAND RECORDATION TAX CONSISTING OF \$1.65 PER \$500.

2.) MARYLAND TRANSFER TAX CONSISTING OF .5%.

3.) LOCAL TRANSFER TAX ON AN INTEREST IN LAND LOCATED IN THE FOLLOWING JURISDICTIONS:

<b>Allegany</b>	0.50%	<b>Harford</b>	1.00%
<b>Anne Arundel</b>	1.00%	<b>Howard</b>	1.00%
<b>Baltimore City</b>	1.50%	<b>Kent</b>	0.50%
<b>Baltimore</b>	1.50%	<b>Montgomery</b>	1.00%
<b>Calvert</b>	0.00%	<b>Prince George's</b>	1.40%
<b>Caroline</b>	0.50%	<b>Queen Anne's</b>	0.50%
<b>Carroll</b>	0.00%	<b>St. Mary's</b>	1.00%
<b>Cecil</b>	0.00%	<b>Somerset</b>	0.00%
<b>Charles</b>	0.00%	<b>Talbot</b>	1.00%
<b>Dorchester</b>	0.75%	<b>Washington</b>	0.50%
<b>Frederick</b>	0.00%	<b>Wicomico</b>	0.00%
<b>Garrett</b>	1.00%	<b>Worcester</b>	0.50%

(MANY COUNTIES EXEMPT SOME AMOUNT OF THE CONSIDERATION IF THE REAL PROPERTY IS TO BE OWNER OCCUPIED. CONSULT THE RESPECTIVE COUNTIES FOR DETAILS).

4.) AGRICULTURAL TRANSFER TAX (FOR FURTHER INFORMATION ON THE APPLICABILITY OF THIS TAX, CONTACT THE LOCAL ASSESSMENTS OFFICE IN THE COUNTY WHERE REAL PROPERTY IS LOCATED.)

**G.** FOR ARTICLES OF MERGER, ARTICLES OF CONSOLIDATION OR DOCUMENTS FILED PURSUANT TO SECTION 3-117 OR SECTION 10-912 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE, COMPLETE ONLY PARTS I, II, III, IV AND VI OF THE CERTIFICATES OF CONVEYANCE.

**H.** FOR ARTICLES OF TRANSFER, COMPLETE ONLY PARTS I, II, III, V AND VI OF THE CERTIFICATE OF CONVEYANCE.

**Where and how do I file my documents?** All documents must be submitted to:

State Department of Assessments and Taxation  
Charter Division  
301 W. Preston Street; 8th Floor  
Baltimore, MD 21201-2395

**How long will it take to process my documents?**

Regular document processing time can be 8 weeks or more.

Expedited processing request will be handled within 7 business days. The expedited service fee is an additional \$50.00 for each document; other fees may also apply.

Fax completed forms with Mastercard or Visa credit card payment information to 410-333-7097. Fax request will be charged the additional expedited service fee. For your convenience a copy of the Charter fax cover sheet is attached.

Documents hand-delivered in limited quantities receive same day expedited service between 8:30 am and 4:30 pm, Monday through Friday.

Mail completed forms to with the appropriate filing fees:

State Department of Assessments and Taxation  
Charter Division, 301 W. Preston Street; 8th Floor  
Baltimore, MD 21201-2395

All checks must be made out to State Department of Assessments and Taxation.

A schedule of filing fees is available online at <http://www.dat.state.md.us/sdatweb/fees.html>

**Notice regarding annual documents to be filed with the Department of Assessments & Taxation:**

All domestic and foreign legal entities must submit a Personal Property Return to the Department. Failure to file a Personal Property Return will result in forfeiture of your right to conduct business in Maryland. Copies of the return are available on the SDAT website. The returns are due April 15th of each year.

**NOTE:** Due to the fact that the laws governing the formation and operation of business entities and the effectiveness of a UCC Financing Statement involves more than filing documents with our office, we suggest you consult an attorney, accountant or other professional. State Department of Assessments & Taxation staff can not offer business counseling or legal advice.