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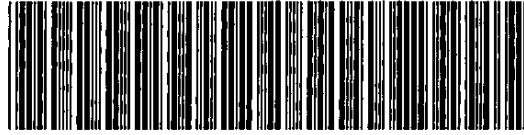
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 29 2006

Merger

MELVILLE, SOWERBY & McCARTY, P.L.

ATTORNEYS AT LAW
LAUREL PROFESSIONAL PARK
2940 SOUTH 25TH STREET
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HAROLD G. MELVILLE*
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JAMES H. McCARTY, JR.

TELEPHONE (772) 464-7900
FAX (772) 464-8220

November 21, 2006

*BOARD CERTIFIED CIVIL TRIAL LAWYER AND
BOARD CERTIFIED BUSINESS LITIGATION LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Indian River Presbyterian Church

Gentlemen:

The enclosed Articles of Merger are submitted for filing.

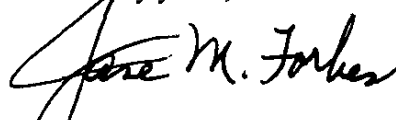
Please return all correspondence concerning this matter to the following:

Contact Person: David N. Sowerby, Esquire
Firm: Melville, Sowerby & McCarty, P.L.
Address: 2940 S. 25th Street
Fort Pierce, FL 34981

For further information concerning this matter, please call: David N. Sowerby, Esquire, 772-464-7900.

I would appreciate you returning one certified copy of the Articles of Merger in the envelope provided. Also enclosed is this firm's check in the sum of \$78.75 to cover the cost of filing these Articles and the certified copy.

Sincerely yours,



Jane M. Forbes, Legal Assistant to
David N. Sowerby, Esquire

jmf
Enclosures

11/07

**ARTICLES OF MERGER
OF
FIRST PRESBYTERIAN CHURCH
AND
INDIAN RIVER PRESBYTERIAN CHURCH, INC.**

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TALLAHASSEE FLORIDA

The following Articles of Merger are submitted in accordance with Florida Statutes §617.1101 et. seq. to evidence the merger of FIRST PRESBYTERIAN CHURCH, a Florida not for profit corporation, and INDIAN RIVER PRESBYTERIAN CHURCH, INC., a Florida not for profit corporation, with the surviving corporation being INDIAN RIVER PRESBYTERIAN CHURCH, INC., a Florida not for profit corporation.

**ARTICLE I
(PLAN OF MERGER)**

The merger has been implemented in accordance with the Plan of Merger attached hereto, which Plan of Merger meets the requirements of Florida Statutes §617.1101.

**ARTICLE II
(APPROVAL OF MERGER AND ADOPTION OF PLAN OF MERGER)**

1. APPROVAL AND ADOPTION BY FIRST PRESBYTERIAN CHURCH:

- A. Approval By Board of Directors.** A Special Meeting of the Board of Directors of FIRST PRESBYTERIAN CHURCH, was held on October 29, 2006. The Special Meeting was duly called in accordance with the Articles of Incorporation and Bylaws of FIRST PRESBYTERIAN CHURCH, and a quorum was present and voting throughout. A simple majority vote of a quorum, present and voting in person, is required to approve the merger and to adopt the Plan of Merger. The Board of Directors (i) approved the merger, and (ii) adopted the attached Plan of Merger. The approval of the merger and adoption of the Plan of Merger is evidenced by the execution of these Articles of Merger by the Chairman, as attested to by the Secretary.
- B. Approval By Members.** A Special Meeting of the Members of FIRST PRESBYTERIAN CHURCH, was held on November 5, 2006. The Special

Meeting was duly called in accordance with the Articles of Incorporation and Bylaws of FIRST PRESBYTERIAN CHURCH, and a quorum was present and voting throughout. A simple majority vote of a quorum, present and voting in person, is required to approve the merger and to adopt the Plan of Merger. The Members (i) approved the merger, and (ii) adopted the attached Plan of Merger. The approval of the merger and the adoption of the Plan of Merger is evidenced by the execution of these Articles of Merger by the President, as attested to by the Secretary.

2. APPROVAL BY INDIAN RIVER PRESBYTERIAN CHURCH, INC.:

- A. Approval By Board of Directors.** A Special Meeting of the Board of Directors of INDIAN RIVER PRESBYTERIAN CHURCH, INC., was held on October 30 2006. The Special Meeting was duly called in accordance with the Articles of Incorporation and Bylaws of INDIAN RIVER PRESBYTERIAN CHURCH, INC., and a quorum was present and voting throughout. A simple majority vote of a quorum, present and voting in person, is required to approve the merger and to adopt the Plan of Merger. The Board of Directors (i) approved the merger, and (ii) adopted the attached Plan of Merger. The approval of the merger and adoption of the Plan of Merger is evidenced by the execution of these Articles of Merger by the Chairman, as attested to by the Secretary.
- B. Approval By Members.** A Special Meeting of the Members of INDIAN RIVER PRESBYTERIAN CHURCH, INC., was held on November 5, 2006. The Special Meeting was duly called in accordance with the Articles of Incorporation and Bylaws of INDIAN RIVER PRESBYTERIAN CHURCH, INC., and a quorum was present and voting throughout. A simple majority vote of a quorum, present and voting in person, is required to approve the merger and to adopt the Plan of Merger. The Members (i) approved the merger, and (ii) and adopted the attached Plan of Merger. The approval of the merger and the adoption of the Plan of Merger is evidenced by the execution of these Articles of Merger by the President, as attested to by the Secretary.

ARTICLE III
(EFFECTIVE DATE)

The effective date of the merger shall be January 1, 2007.

The undersigned hereby acknowledge approval of the merger and adoption of the Plan of Merger as set forth in Article II above, in accordance with the Articles of Incorporation and Bylaws of FIRST PRESBYTERIAN CHURCH and INDIAN RIVER PRESBYTERIAN CHURCH, INC., respectively.

ACKNOWLEDGMENT OF APPROVAL AND ADOPTION BY THE BOARD OF DIRECTORS OF MERGING AND SURVIVING CORPORATION

FIRST PRESBYTERIAN CHURCH,
a Florida not for profit corporation

INDIAN RIVER PRESBYTERIAN
CHURCH, INC., a Florida not for
profit corporation

By: Louis I. Haynes
LOUIS I. HAYNES, as Chairman of
the Board of Directors.

By: Steve Cassens
STEVE CASSENS, as Chairman of
the Board of Directors.

Attest: Christopher Rankin
CHRISTOPHER RANKIN, Secretary

Attest: Allan Rivett
ALLAN RIVETT, Secretary

ACKNOWLEDGEMENT OF MEMBERSHIP APPROVAL AND ADOPTION BY MERGING CORPORATION

Merger was approved, and the Plan of Merger adopted by the members of the Merging Corporation, FIRST PRESBYTERIAN CHURCH, on November 5, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was 28 FOR and 0 AGAINST.

FIRST PRESBYTERIAN CHURCH,
a Florida not for profit corporation


By: Louis I. Haynes
LOUIS I. HAYNES, as President

Attest: Christopher Rankin
CHRISTOPHER RANKIN, Secretary

ACKNOWLEDGEMENT OF MEMBERSHIP APPROVAL AND ADOPTION
BY SURVIVING CORPORATION

Merger was approved, and the Plan of Merger adopted by the members of the Surviving Corporation, INDIAN RIVER PRESBYTERIAN CHURCH, INC., on November 5, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the plan was 120 FOR and 0 AGAINST.

INDIAN RIVER PRESBYTERIAN CHURCH
INC., a Florida not for profit corporation

By: 
STEVE CASSENS, as President

Attest: 
ALLAN RIVETT, Secretary

**PLAN OF MERGER
OF
FIRST PRESBYTERIAN CHURCH
AND
INDIAN RIVER PRESBYTERIAN CHURCH, INC.**

FIRST PRESBYTERIAN CHURCH, a Florida not for profit corporation, and INDIAN RIVER PRESBYTERIAN CHURCH, INC., a Florida not for profit corporation, propose the following Plan of Merger in accordance with F.S. §617.1101.

1. **MERGER; SURVIVING CORPORATION.** FIRST PRESBYTERIAN CHURCH and INDIAN RIVER PRESBYTERIAN CHURCH, INC shall merge and the surviving corporation shall be INDIAN RIVER PRESBYTERIAN CHURCH, INC.

2. **EFFECTIVE DATE.** The effective date of the merger shall be January 1, 2007.

3. **CHARTER AND BYLAWS.** Neither the Articles of Incorporation, nor the Bylaws of INDIAN RIVER PRESBYTERIAN CHURCH, INC., as the surviving corporation, shall be changed or amended by reason of the merger. The Articles of Incorporation and the Bylaws of FIRST PRESBYTERIAN CHURCH shall cease to be effective on the Effective Date.

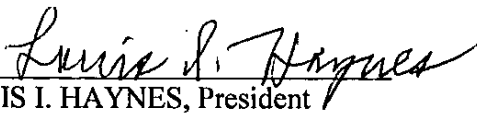
4. **PRINCIPAL OFFICE.** The principal office of INDIAN RIVER PRESBYTERIAN CHURCH, INC., as the surviving corporation, shall remain as 2499 Virginia Avenue, Fort Pierce, FL 34982.

5. **MEMBERSHIP.** Existing Members of FIRST PRESBYTERIAN CHURCH who express in writing their election or desire to be a Member of INDIAN RIVER PRESBYTERIAN CHURCH, as the surviving corporation, by the Effective Date of the merger, shall become Members of the surviving corporation, on the Effective Date. Existing Members of FIRST PRESBYTERIAN CHURCH who do not express in writing their election or desire to be a Member of the surviving corporation, by the Effective Date of the merger, shall not become Members of the surviving corporation.

6. **PROPERTY.** All property of each of the merging corporations, whether real, personal, or mixed, shall become the property of INDIAN RIVER PRESBYTERIAN CHURCH, as the surviving corporation, on the Effective Date in accordance with F.S. §617.1106.

7. **LIABILITIES AND OBLIGATIONS.** The liabilities and obligations of each of the merging corporations, whether imposed by law, by contract, or otherwise, shall become the responsibility of INDIAN RIVER PRESBYTERIAN CHURCH, as the surviving corporation, on the Effective Date in accordance with F.S. §617.1106.

FIRST PRESBYTERIAN CHURCH,
a Florida not for profit corporation

By: 
LOUIS I. HAYNES, President

INDIAN RIVER PRESBYTERIAN
CHURCH, INC., a Florida not for
profit corporation

By: 
STEVE CASSENS, President