

716 462

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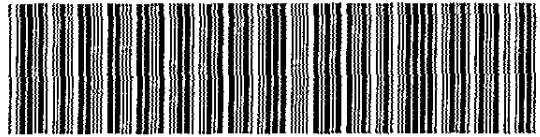
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merger
T. Lewis 7/30/03

STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
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July 17, 2003

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Florida Department of State,
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Merger of Russell Park Baptist Church of Fort Myers, Inc. and The First Baptist Church of
Buckingham, Inc.

Ladies and Gentlemen:

Enclosed please find Articles of Merger of the above Florida non-profit corporations,
along with an extra copy for certification. Please file the Articles and certify the copy.

Also enclosed please find my check for \$78.75, representing the filing fee of \$35.00 for
each corporation and \$8.75 for the certified copy of the Articles.

Upon approval and filing of the enclosed Articles, please return to me the certified copy
of the Articles.

Please call me if you have any questions.

Yours truly,



Guy R. Strayhorn

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The First Baptist Church of Buckingham, Incorporated	Florida	716462

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Russell Park Baptist Church of Fort Myers, Inc.	Florida	705452

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 7-16-03. The number of votes cast for the merger was sufficient for approval and the voter for the plan was as follows:

37 FOR 0 AGAINST

SECTION II - Not applicable

SECTION III - Not applicable

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION



The plan of merger was adopted by the members of the surviving corporation on 7-16-03. The number of votes cast for the merger was sufficient for approval and the voter for the plan was as follows:

27 FOR 0 AGAINST

SECTION II - Not applicable

SECTION III - Not applicable

Seven: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
The First Baptist Church of Buckingham, Incorporated		Daniel T White Pres
Russell Park Baptist Church Fort Myers, Inc.		Chuck Vause, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
The First Baptist Church of Buckingham, Incorporated	Florida

The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Russell Park Baptist Church of Fort Myers, Inc.	Florida

The terms and conditions of the merger are as follows:

- a. The members of Russell Park Baptist Church of Fort Myers will agree by vote to call and accept Rev. Wayne Beeler as their pastor and, if this is done, the members of Russell Park Baptist Church of Fort Myers will agree by vote to place the membership of Russell Park Baptist Church of Fort Myers into the membership of The First Baptist Church of Buckingham.
- b. The merged corporations will continue under the Constitution and By-Laws of The First Baptist Church of Buckingham, church officers, and teachers.
- c. The corporation, Russell Park Baptist Church of Fort Myers, Inc., would expire.
- d. The members of The First Baptist Church of Buckingham will agree to accept the members of Russell Park Baptist Church of Fort Myers into the membership of The First Baptist Church of Buckingham, with full rights as members of The First Baptist Church of Buckingham,
- e. The members of The First Baptist Church of Buckingham will agree to relocate to the address of Russell Park Baptist Church of Fort Myers, 5160 Richmond Ave., Fort Myers, FL 33905.
- f. The Board of Directors of Russell Park Baptist Church of Fort Myers, Inc., and the Board of Directors of The First Baptist Church of Buckingham, Inc. must adopt resolutions approving this Plan of Merger and directing that this Plan of Merger be submitted to a vote at a meeting of members entitled to vote on this Plan of Merger at a special meeting called for said purpose, in accordance with the articles of incorporation and by-laws of Russell Park Baptist Church of Fort Myers, Inc., and The First Baptist Church of Buckingham, Inc. Written notice setting forth this Plan of Merger must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation and/or by-laws of Russell Park Baptist Church of Fort Myers, Inc., and The

First Baptist Church of Buckingham, Inc. This Plan of Merger must be approved by the vote of at least a majority of the votes which members present at each such meeting or represented by proxy are entitled to cast.

g. Upon completion of all of the above, Articles of Merger shall be prepared and executed by the officers of Russell Park Baptist Church of Fort Myers, Inc., and The First Baptist Church of Buckingham, Inc. in accordance with Florida law, and filed with the Florida Department of State. A certified copy of the Articles of Merger, after approval by the Florida Department of State, will be recorded in the Public Records of Lee County, Florida.

h. By inclusion herein and by furnishing this Plan of Merger to the members of Russell Park Baptist Church of Fort Myers, Inc., and The First Baptist Church of Buckingham, Inc., said members shall be notified of the following effects of this merger as provided by Florida Statutes:

Florida Statutes 617.1106

- (1) Every other corporation party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;
- (2) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;
- (3) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;
- (4) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;
- (5) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger;
- (6) The articles of incorporation of the surviving corporation are amended to the extent provided in the plan of merger; and
- (7) Members of each corporation which is a party to the merger, other than the surviving corporation, are entitled only to the rights, if any, provided in the articles of merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows: None

Other provisions relating to the merger are as follows: None