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(Requestor's Name)

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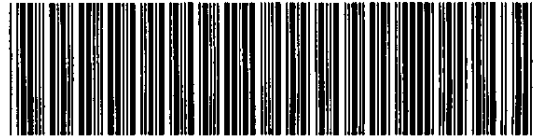
(Business Entity Name)

(Document Number)

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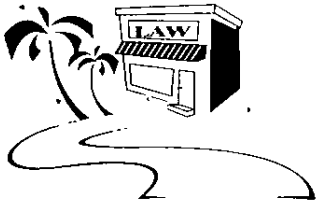
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*Merger*

MAY 23 2017

R. WHITE

17 MAY 15 11:09



**Church Legal Center**  
Your Church's Partner for Legal Matters

**Rev. John P. Joseph, Esq., CCA**

2429 Central Avenue, Suite 201  
St. Petersburg, FL 33713

Tel: 727-388-5097  
Fax: 727-490-2291

churchattorney@gmail.com  
www.churchlegalcenter.com

May 10, 2017

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger between Hope Presbyterian and Highland Presbyterian  
Hope Presbyterian as Surviving Entity

Dear Sir or Madam:

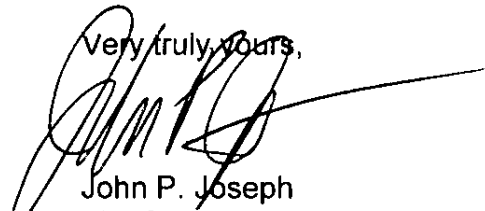
Please find enclosed the original Plan of Merger and Articles of Merger for filing. Both are Florida nonprofit corporations and their Document Numbers are contained in the Articles of Merger.

I am enclosing my office check for \$78.75 (\$35.00 for each entity plus \$8.75 for a Certified Copy) for their filing. An additional copy of the Articles of Merger are enclosed for the certified copy.

Please return all correspondence concerning this matter to my law office and my attention. Should you have any questions please feel free to call.

Thank you!

Very truly yours,



John P. Joseph  
ATTORNEY AT LAW

ENCLOSURE

17 MAY 15 11:11:09

## **ARTICLES OF MERGER**

Believing it is the will of our Heavenly Father and His son Jesus Christ as demonstrated through the working of the Holy Spirit the following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to section 617.1105, Florida Statutes. The undersigned, being the President and Secretary (Moderator and Clerk of Session) of HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC, a Florida non-profit corporation and HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC., a Florida non-profit corporation, and hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

### **ARTICLE I**

#### **THE NAME AND JURISDICTION OF THE SURVIVING CORPORATION:**

HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC  
a Florida non-profit corporation  
(Hereinafter referred to as "HOPE")  
Document Number: 769949

### **ARTICLE II**

#### **THE NAME AND JURISDICTION OF THE MERGING CORPORATION:**

HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC.,  
a Florida non-profit corporation  
(Hereinafter referred to as "HIGHLAND").  
Document Number:739722

### **ARTICLE III**

#### **PLAN OF MERGER**

A copy of the Plan of Merger is attached as Exhibit "A".

## ARTICLE IV

### ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by HOPE, a Florida non-profit corporation at a meeting of its members held on March 26, 2017. Proper notice of the business meeting was given and a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote for the Plan of Merger was 67 in favor and ONE opposed.

## ARTICLE V

### ADOPTION OF MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by HIGHLAND, a Florida non-profit corporation, at a meeting of its members held on March 26, 2017. Proper notice of the business meeting was given and a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote for the Plan of Merger was 12 in favor and 0 opposed.

## ARTICLE VI

### EFFECTIVE DATE

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

**EXECUTED** on behalf of their respective membership by their officers pursuant to the special business meetings called for the purpose of merger:

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger on March 26, 2017.

**HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC.**  
A Florida Non-Profit corporation,

By: David Hosick  
David Hosick, **Moderator**

By: Marsha Clark  
Marsha Clark, **President**

By: George Howard  
George Howard, **Secretary and Clerk of Session**

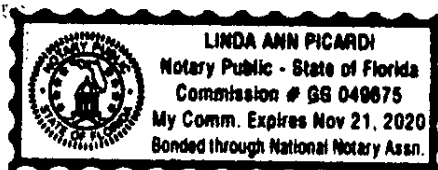
**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

**ACKNOWLEDGEMENT**

David Hosick, Marsha Clark and George Howard, on behalf of the Corporation, acknowledged the foregoing instrument before me this 7<sup>th</sup> day of May, 2017. They are personally known to me  or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Articles of Merger as voted upon by the church membership and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 7<sup>th</sup> day of May, 2017.

Linda Picardi  
Signature of Notary



MY COMMISSION EXPIRES:

**HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC.,**

A Florida Non-Profit corporation,

By: Victoria ByRoade  
Victoria ByRoade, **Moderator**

By: Betty Bailey  
Betty Bailey, **President**

By: Rebekah Covell  
Rebekah Covell, **Secretary and Clerk of Session**

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

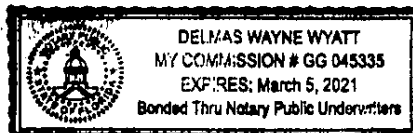
**ACKNOWLEDGEMENT**

Victoria ByRoade, Betty Bailey and Rebekah Covell, on behalf of the Corporation, acknowledged the foregoing instrument before me this 26<sup>th</sup> day of MARCH, 2017. They are personally known to me  or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Articles of Merger as voted upon by the church membership and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 26<sup>th</sup> day of MARCH, 2017.

J. Wayne Wyatt  
Signature of Notary

MY COMMISSION EXPIRES:



Copyright © These Articles of Merger and Plan of Merger were prepared by Rev. John P. Joseph, Esquire of the Church Legal Center, PLLC whose office is located at 2429 Central Avenue Suite 201 St. Petersburg, Florida 33713. [www.churchlegalcenter.com](http://www.churchlegalcenter.com) Florida Bar Number #0607274 [churchattorney@gmail.com](mailto:churchattorney@gmail.com)

**EXHIBIT "A"**  
**PLAN OF MERGER**

## **PLAN OF MERGER**

**Between**

HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC.,

**AND**

HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC.

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes between HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC., a Florida Non-Profit corporation (hereinafter referred to as "HIGHLAND"); and HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC. a Florida Non-Profit corporation (hereinafter referred to as "HOPE").

### **ARTICLE I**

#### **Constituent Corporations**

The name of each constituent Corporation is HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC., a Florida Non-Profit corporation (hereinafter referred to as "HIGHLAND"); and HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC. a Florida Non-Profit corporation (hereinafter referred to as "HOPE"); and,

### **ARTICLE II**

#### **Merger**

Under F.S. 617.1101-1107 HIGHLAND shall be merged into HOPE (the 'merger').

### **ARTICLE III**

#### **Surviving Corporation**

HOPE, shall be the surviving Corporation of the merger.



**ARTICLE IV**  
**Articles of Incorporation**

The articles of incorporation of HOPE, in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V**  
**Board of Directors/Elders/Trustees (members in session)**

The Board of Directors/Elders/Trustees (members in session) and officers of HOPE, immediately before the merger shall continue to be the Board of Directors/Elders/Trustees (members in session) and officers immediately following the merger.

**ARTICLE VI**  
**Members**

The members of HIGHLAND immediately before the merger shall all be members of HOPE, immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of HOPE, by its charter and by-laws.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the merger, the separate existence of HIGHLAND shall cease and HOPE, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of HIGHLAND including, but not limited to, real property, personal property, chattel, fixtures, intellectual property, tangible and intangible in nature, contractual rights and the like, without further action, shall be fully vested in HOPE, immediately following the merger.

Following the merger HOPE shall receive, hold and honor any and all testimonial, trust, designated or foundational gifts for the purposes for which they were donated to HIGHLAND.

Following the merger, HOPE, shall be responsible for all liabilities and obligations of HIGHLAND. Any claim existing or action or proceeding pending against HIGHLAND may be continued as if the merger did not occur or HOPE, may be substituted for HIGHLAND in any such proceeding. Neither the rights of creditors of nor any liens on the property of HIGHLAND shall be impaired by the merger.

**ARTICLE VIII**  
**Approval by Members**

This Plan of Merger, hereby approved by the Board of Directors/Elders/Trustees (members in session) of each constituent Corporation, shall be submitted, along with Articles of Merger, for the approval by the voting membership of each constituent Corporation in the manner provided by the applicable laws of the State of Florida at such time as to which the Board of Directors/Elders/Trustees (members in session) of the constituent Corporations may agree. Upon approval and passage of both congregations the Articles of Merger will be filed with the State of Florida only after the closing of the sale of the real property owned by Highland and the Presbytery has approved said merger.

**ARTICLE IX**  
**Effective Date**

The merger shall be effective when the Articles of Merger are filed with the State of Florida Department of State.

**ARTICLE X**  
**Abandonment**

Notwithstanding anything to the contrary contained in this plan, this Plan of Merger may be terminated and abandoned by the Board of Directors/Elders/Trustees (members in session) of HOPE, or the Board of Directors/Elders/Trustees (members in session) of HIGHLAND at any time before the filing of Articles of Merger.

Executed on behalf of the parties by their officers, pursuant to the authorization of their respective Board of Directors/Elders/Trustees (members in session) on the date first below written.

IN WITNESS WHEREOF, this Plan of Merger has been approved and executed by the undersigned officers on Feb 26, 2017.

**HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC.**  
A Florida Non-Profit corporation,

By: David Hosick  
David Hosick, Moderator

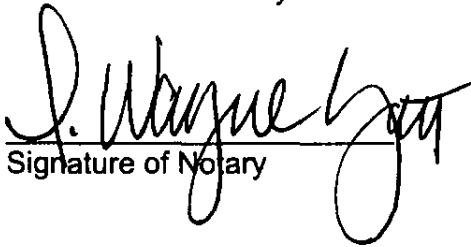
By: George Howard  
George Howard, Clerk of Session

STATE OF FLORIDA  
COUNTY OF PINELLAS

ACKNOWLEDGEMENT

David Hosick and George Howard, on behalf of the Corporation, acknowledged the foregoing instrument before me this 20<sup>th</sup> day of FEBRUARY, 2017. They are personally known to me ✓ or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Plan of Merger as voted upon by the Board of Directors/Elders/Trustees (members in session) and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 20<sup>th</sup> day of FEBRUARY, 2017.

  
Signature of Notary

MY COMMISSION EXPIRES:



**HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC.,**

A Florida Non-Profit corporation,

By: Victoria ByRoade  
Victoria ByRoade, **Moderator**

By: Rebecca C. Covell  
Rebecca Covell, **Clerk of Session**  
Rebekah

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

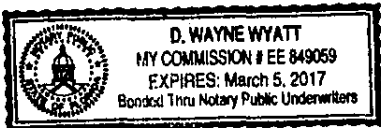
**ACKNOWLEDGEMENT**

Victoria ByRoade and Rebecca Covell, on behalf of the Corporation, acknowledged the foregoing instrument before me this 20th day of FEBRUARY 2017. They are personally known to me  or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Plan of Merger as voted upon by the Board of Directors/Elders/Trustees (members in session) and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 20th day of FEBRUARY, 2017.

D. Wayne Wyatt  
Signature of Notary

MY COMMISSION EXPIRES:



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**HOPE PRESBYTERIAN CHURCH OF CLEARWATER, FLORIDA, INC.**  
A Florida Non-Profit corporation,

By: David R. Hosick  
David Hosick, **Moderator**

By: Marsha Clark  
Marsha Clark, **President**

By: George Howard  
George Howard, **Secretary and Clerk of Session**

**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

**ACKNOWLEDGEMENT**

David Hosick, Marsha Clark and George Howard, on behalf of the Corporation, acknowledged the foregoing instrument before me this 17<sup>th</sup> day of APRIL, 2017. They are personally known to me  or has produced ~~\_\_\_\_\_~~ as ~~identification and did take an oath.~~ They executed the foregoing Plan of Merger as voted upon by the church membership and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 17<sup>th</sup> day of APRIL, 2017.

J. Wayne Wyatt  
Signature of Notary

MY COMMISSION EXPIRES:



**HIGHLAND PRESBYTERIAN CHURCH OF LARGO, INC.,**

A Florida Non-Profit corporation,

By: Victoria ByRoade  
Victoria ByRoade, Moderator

By: Betty Bailey  
Betty Bailey, President

By: Rebekah Covell  
Rebekah Covell, Secretary and Clerk of Session

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**ACKNOWLEDGEMENT**

Victoria ByRoade, Betty Bailey and Rebekah Covell, on behalf of the Corporation, acknowledged the foregoing instrument before me this note day of APRIL, 2017. They are personally known to me ✓ or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Plan of Merger as voted upon by the church membership and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this note day of APRIL, 2017.

J. Wayne Wyatt  
Signature of Notary

MY COMMISSION EXPIRES:

