

N01372

(Requestor's Name)

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PICK-UP WAIT MAIL

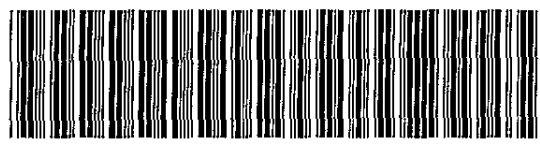
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge

PEAVYHOUSE & OPP, P.A.

ATTORNEYS AT LAW

RUSSELL K. PEAVYHOUSE*
CLIFFORD R. OPP, JR.

1001 E. BAKER STREET
SUITE 201
PLANT CITY, FLORIDA 33563-3700
(813) 707-8500
FAX (813) 707-8030

November 2, 2005

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

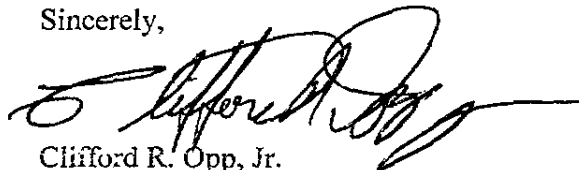
To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Merger and Agreement and Plan for Merger for St. Mark's Episcopal Church, Inc., a Florida Corporation.

I am enclosing a check in the amount of \$87.50 to cover the filing fee and obtain a certified copy. Please return the certified copy in the self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact my office at: (813) 707-8500.

Sincerely,



Clifford R. Opp, Jr.

CRO/lg
Enclosures

CLIFFORD R. OPP, JR., P.A.

ATTORNEY AT LAW

Courtyard Square – Suite 201

1001 East Baker Street

Plant City, FL 33563-3700

(813) 707-8500/Facsimile: (813) 707-8030

February 20, 2006

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

To Whom It May Concern:

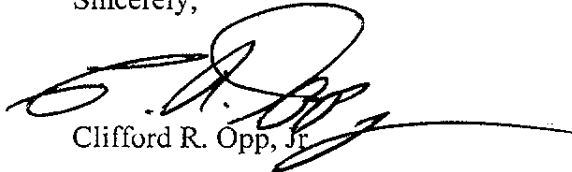
Enclosed please find a copy of my November 2, 2005 correspondence to your office as well as a copy of your November 9, 2005 correspondence back to me.

I have corrected the error of the corporate name and the parties have signed corrected documents of which are enclosed.

Therefore, please file these Articles of Merger and Agreement and Plan for Merger for St. Mark's Episcopal Church, Inc., a Florida Corporation and provide me with a certified copy in the self-addressed stamped envelope provided.

If you have any questions, please do not hesitate to contact my office at: (813) 707-8500.

Sincerely,



Clifford R. Opp, Jr.

CRO/lg
Enclosures



COPY

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 9, 2005

CLIFFORD R. OPP, JR.
1001 E. BAKER ST., STE. 201
PLANT CITY, FL 33563-3700

SUBJECT: ST. MARK'S EPISCOPAL CHURCH OF TAMPA, INC.
Ref. Number: N01372

We have received your document for ST. MARK'S EPISCOPAL CHURCH OF TAMPA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please correct your document through out if this is the correct name of the corporation that is merging out of business into "ST. MARKS EPISCOPAL CHURCH OF TAMPA, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 505A00066825

NOV 14 2005

RECEIVED
06 FEB 24 AM 8:00
OFFICE OF CLERK OF SUPREME COURT

COPY

CLIFFORD R. OPP, JR., P.A.
ATTORNEY AT LAW
Courtyard Square – Suite 201
1001 East Baker Street
Plant City, FL 33563-3700
(813) 707-8500/Facsimile: (813) 707-8030

November 2, 2005

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

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Merger and Agreement and Plan for Merger for St. Mark's Episcopal Church, Inc., a Florida Corporation.

I am enclosing a check in the amount of \$87.50 to cover the filing fee and obtain a certified copy. Please return the certified copy in the self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact my office at: (813) 707-8500.

Sincerely,

Clifford R. Opp, Jr.

CRO/lg
Enclosures

**ARTICLES OF MERGER
OF
ST. CHRISTOPHER'S CHURCH INC. into/with ST. MARK'S EPISCOPAL
CHURCH of TAMPA, INC., a Florida Corporation**

FILED
06 FEB 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger of St. Christopher's Church Inc., a Florida Not-For-Profit Corporation into and with St. Mark's Episcopal Church of Tampa, Inc., a Florida Not-For-Profit Corporation.

Under Florida Statute 607, "Florida Business Corporation" (the Act) St. Mark's Episcopal Church of Tampa, Inc. a Florida Not-For-Profit Corporation and St. Christopher's Church Inc. a Florida Not-For-Profit Corporation adopt the following Articles of Merger.

PLAN OF MERGER

On October 18, 2005 the Agreement and Plan of Merger by and between St. Mark's Episcopal Church of Tampa, Inc. and St. Christopher's Church Inc. was approved and adopted in accordance with the Articles of Incorporation and Bylaws of each corporation by the Vestry of St. Mark's Episcopal Church of Tampa, Inc. and Bishop's Committee of St. Christopher's Church Inc., a Florida Not-For-Profit Corporation.

In accordance with Resolution 291-9 of the Diocesan Counsel of Dioceses of Southwest Florida and under the Plan of Merger, the resources of the two congregations were combined for the purpose of building a Church, Worship and Educational Facilities and Parish Hall.


The Agreement and Plan of Merger is attached hereto and incorporated herein by reference as if it were fully set forth herein.

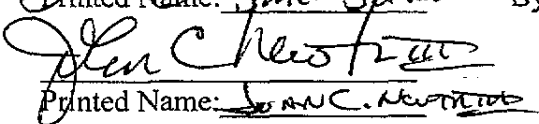
The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on this 18th day of October, 2005.

WITNESSES:

ST. MARK'S EPISCOPAL CHURCH OF
TAMPA, INC.,
A Florida Not-for-profit Corporation


Printed Name: Janet Jordan


Printed Name: J. M. C. Newton


By: its President EDWARD J. HENLEY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 24 AM 8:51

FILED

John Chewtrout

Printed Name: John C. Chewtrout

James B. Minsterl

By: its Secretary: JAMES MINSTERL

Janet Jordan

Printed Name: Janet Jordan

[CORPORATE SEAL]

WITNESSES:

John Chewtrout

Printed Name: John C. Chewtrout

Janet Jordan

Printed Name: Janet Jordan

ST. CHRISTOPHER'S CHURCH INC.,
A Florida Not-for-profit Corporation

Edward J. Henley, Jr.

By: Chairman of the Bishop's Committee
EDWARD J. HENLEY, JR.

John Chewtrout

Printed Name: John C. Chewtrout

Janet Jordan

Printed Name: Janet Jordan

James B. Minsterl

By: its Secretary: JAMES MINSTERL

[CORPORATE SEAL]

**AGREEMENT AND PLAN FOR MERGER
OF
St. Mark's Episcopal Church of Tampa, Inc. a Florida Not-For-Profit Corporation
and St. Christopher's Church Inc. a Florida Not-For-Profit Corporation.**

THIS AGREEMENT AND PLAN OF MERGER dated October 18, 2005, 2005 by and among, St. Mark's Episcopal Church of Tampa, Inc. and St. Christopher's Church, Inc. witness:

WHEREAS, St. Mark's Episcopal Church of Tampa, Inc., a Florida Not-For-Profit Corporation and St. Christopher's Church Inc. a Florida Not-For-Profit Corporation are subject to the Canons of the Diocese of Southwest Florida;

WHEREAS, the Diocesan Council pursuant to their authority and the terms and provisions of said Canons on November 22, 2003 by Resolution 291-9. approved the merger of St. Christopher's Church Inc. with St. Mark's Episcopal Church of Tampa, Inc.;

WHEREAS, pursuant to said resolution the financial resources of the two congregations were combined for the purposes of constructing a church, worship and educational facilities and Parish Hall (which construction is now finished) located at 13312 Cain Road, Hillsborough County, Tampa, Florida 33625;

WHEREAS, the Parish Hall has been named St. Christopher's Parish Hall pursuant to the agreement between the Bishop's Committee of St. Christopher's Church Inc. and the Vestry of St. Mark's Episcopal Church of Tampa, Inc.;

WHEREAS, the two congregations have effectively merged and have been worshipping together for a period in excess of one year;

WHEREAS, the Bishop's Committee of St. Christopher's Church Inc. and the Vestry of St. Mark's Episcopal Church of Tampa, Inc. have determined that it is advisable that the two not-for-profit corporations be formally merged into one corporation to wit: St. Mark's Episcopal Church of Tampa, Inc. pursuant to the terms set forth herein.

NOW, THEREFORE, pursuant to the provisions contained herein the Bishop's Committee of St. Christopher's Church Inc. and the Vestry of St. Mark's Episcopal Church of Tampa, Inc. agree to the following Plan of Merger.

**ARTICLE 1.
THE MERGER**

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

On the effective date St. Christopher's Church Inc. shall be merged with and into St. Mark's Episcopal Church of Tampa, Inc. The separate existence of St. Christopher's Church Inc. shall cease at the effective date and the existence of St. Mark's Episcopal Church of Tampa, Inc. shall continue in effect and not be impaired by the merger with all rights, privileges, unities, franchises, of the public as well as private nature and accept all the duties and liabilities of corporations organized for profit corporations organized within the laws of the State of Florida.

ARTICLE 2.
PLAN OF MERGER

The Plan of Merger as set forth above in the "Agreement and Plan of Merger" having been accomplished the merger of St. Christopher's Church Inc. in and to St. Mark's Episcopal Church of Tampa, Inc. shall be ratified and confirmed upon the vote of the Vestry of St. Mark's Episcopal Church of Tampa, Inc. and the Bishop's Committee of St. Christopher's Church Inc. St. Mark's Episcopal Church of Tampa, Inc. upon the effective date of said merger, shall possess all rights, privileges, utilities, bequests, gifts and shall be deemed to be the successors in all respects to St. Christopher's Church Inc. and shall be responsible and liable for all liabilities and obligations of St. Christopher's Church Inc.

ARTICLE 3.
APPROVAL OF MERGER

St. Christopher's Church Inc. is governed by the Bishop's Committee pursuant to the Canons of the Diocese of Southwest Florida hereof. There are 12 members of the Bishop's Committee. This Agreement and Merger was duly and properly approved by a 10/0/2 vote of the members of the Bishop's Committee on the date herein below executed;

On the date as set forth herein below, there were 12 members of the Vestry of St. Mark's Episcopal Church of Tampa, Inc. This Agreement and Merger was duly and properly approved by a 10/0/2 vote of said members of the Vestry on the date herein below executed.

The merger shall effectively occur upon filing the Articles of Merger with the Department of State and henceforth.

ARTICLE 4.
ASSIGNMENT

If at any time St. Mark's Episcopal Church of Tampa, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect or confirm or record in the St. Mark's Episcopal Church of Tampa, Inc. title to any property or rights of St. Christopher's Church Inc., or to otherwise carry out the provisions of this Plan, the proper officers and members of the Bishop's Committee as to

the effective date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm or record the title to such property or rights in St. Mark's Episcopal Church of Tampa, Inc.

ARTICLE 5.
EXPENSES

St. Mark's Episcopal Church of Tampa, Inc. shall pay all expenses of accomplishing the merger.

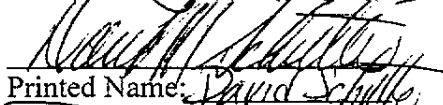
IN WITNESS WHEREOF, the parties have set their hands and seal on this 18th day of October, 2005.

WITNESSES:

ST. MARK'S EPISCOPAL CHURCH OF
TAMPA, INC.,
A Florida Not-for-profit Corporation


Printed Name: David Schulte

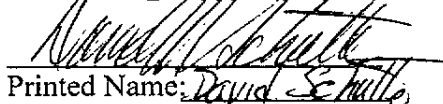

By: its President: EDWARD J. HENLEY, JR.


Printed Name: David Schulte


By: its Secretary: JAMES MINSTERL


Printed Name: David Schulte

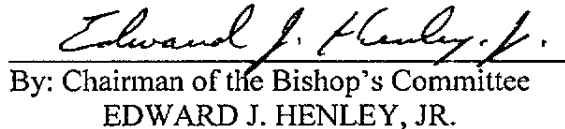
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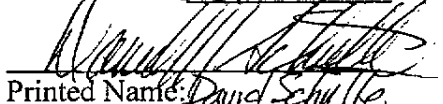

Printed Name: David Schulte

WITNESSES:

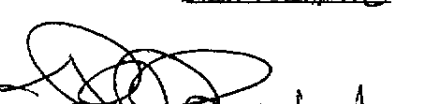
ST. CHRISTOPHER'S CHURCH INC.,
A Florida Not-for-profit Corporation


Printed Name: David Schulte


By: Chairman of the Bishop's Committee
EDWARD J. HENLEY, JR.


Printed Name: David Schulte


By: its Secretary: JAMES MINSTERL


Printed Name: David Schulte

[CORPORATE SEAL]


Printed Name: David Schulte

[DUPLICATE ORIGINAL]