

705489

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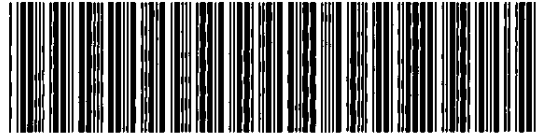
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Warrington Baptist Church of Warrington

Merger Filing

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**ARTICLES OF MERGER OF
WARRINGTON BAPTIST CHURCH OF WARRINGTON, FLORIDA,
A Florida not for profit corporation
-into-
OLIVE BAPTIST CHURCH INCORPORATED,
A Florida not for profit corporation**

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, and section 617.1105, Florida Statutes:

1. The name, and document number of the Surviving Corporation, which is a Florida not for profit corporation, are:

OLIVE BAPTIST CHURCH, INCORPORATED
Document #705489

2. The name and document number of the Merging Corporation, which is a Florida not for profit corporation are:

THE WARRINGTON BAPTIST CHURCH OF WARRINGTON, FLORIDA

Document #N30222

3. The Plan of Merger is attached.
4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted unanimously by the members of the Surviving Corporation on February 19, 2017.
6. The Plan of Merger was adopted by the members of the Merging Corporation on February 12, 2017. The number of votes cast for the merger were 21 in favor and 1 against.

Olive Baptist Church, Incorporated,
a Florida non-profit corporation

By: 

Lianne Cunningham, Its President

The Warrington Baptist Church of
Warrington, Florida, a Florida non-profit
corporation

By: 

David Michael Bailey, Its President

FILED
2017 MAR 9 AM 9:30
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TALLAHASSEE, FLORIDA

PLAN OF MERGER OF
WARRINGTON BAPTIST CHURCH OF WARRINGTON, FLORIDA,
A Florida not for profit corporation
-into-
OLIVE BAPTIST CHURCH INCORPORATED,
A Florida not for profit corporation

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. Constituent Corporations. The names of the constituent corporations are WARRINGTON BAPTIST CHURCH OF WARRINGTON, FLORIDA, and OLIVE BAPTIST CHURCH INCORPORATED, hereinafter called, respectively "Warrington" and "Olive."
2. Surviving Corporation. The surviving corporation will be Olive.

ARTICLE II
MEMBERS OF CONSTITUENT CORPORATIONS

Members. After the effective date of the Merger the members of Warrington shall thereafter become members of Olive.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

Merger. Warrington shall provide Olive with a list of, and all title documents to all of its property, real and personal, tangible and intangible, and every other asset, including operating, capital and endowment accounts and those rights which it enjoys as a beneficiary of a trust or similar arrangement, and all of its records, all of which property, assets, rights and records shall inure to the benefit of Olive.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. Effective Date. This plan has been approved by the respective members of the constituent corporations and Articles of Merger shall be filed with the Florida Secretary of State, as required under Florida Statute 617, Corporations Not for Profit. The merger shall become effective upon the approval of the Articles of Merger by the Secretary of State. Each corporation shall conduct its own affairs until the merger becomes effective.
2. Effect of Merger. When the Articles of Merger have been approved by the Florida

Secretary of State, as provided for under Florida Statute Chapter 617, Corporations Not for Profit, the separate existence of the Warrington shall cease and said corporation shall be merged in accordance with the provisions of this plan into the Olive, which shall survive such merger; shall continue in existence; and, shall without other transfer, succeed to the ownership and possession of all the rights, privileges, immunities, and powers of each of the constituent corporations. All the property and assets, real and personal, tangible and intangible, including operating, capital and endowment and trust funds and all rights which it enjoys as a beneficiary of any trust or similar arrangement, all causes of action, and every other asset of each of the constituent corporations, shall vest in Olive, as the surviving corporation, without further act or deed; provided, however, that Olive, as the surviving corporation, shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. Notwithstanding the foregoing, if any act is required or would be helpful by a constituent corporation in order to transfer any such property, assets or rights, each such constituent corporation will perform any and all such acts. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such merger. No action of proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Membership Privileges. Following the merger, the Olive will extend to all members of Warrington all privileges, rights and responsibilities accorded to them prior to the merger.

4. Expenses of Merger. The Olive shall pay all expenses of carrying this plan into effect and of accomplishing the merger.

5. Articles of Incorporation. The Articles of Incorporation for Olive shall remain unchanged.

6. Counterparts. For the convenience of the parties and to facilitate approval of this plan, two (2) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE V

ADOPTION OF PLAN OF MERGER

The foregoing plan has been duly approved and adopted by the members of Olive by a unanimous vote on February 19, 2017, and by the members of Warrington by a vote of 21 in favor and 1 against on February 12, 2017.

Olive Baptist Church, Incorporated,
a Florida non-profit corporation

By: 

Lianne Cunningham, Its President

**The Warrington Baptist Church of
Warrington, Florida,** a Florida non-profit
corporation

By: 

David Michael Bailey, Its President