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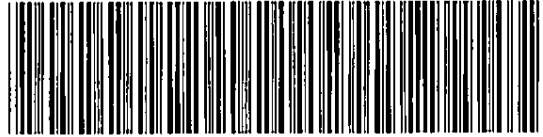
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merged

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A. RAMSEY

AUG 21 2023



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Port Charlotte, FL 33948
Telephone: 941.624.2700
Facsimile: 941.624.5151
www.owpa.com

Michael M. Wilson
Attorney at Law

Carrie M. Leontitis
Board Certified Attorney
Wills, Trusts and Estates

March 15, 2023

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

Re: Merger of not-for-profit corporations
Surviving Corporation: New Day Christian Church at Port Charlotte, Inc.
Disappearing Corporation: Central Church of Christ of Sarasota, Florida, Inc.

Dear Sir or Ma'am:

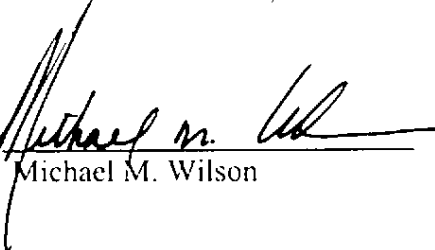
Enclosed please find for filing the Articles of Merger and Plan of Merger for the above-referenced corporations along with our check in the amount of \$113.75, representing \$35 for each merging entity, \$35 for the surviving entity, and \$8.75 for a certified copy of the filing. I've also included an additional copy of the documents for your use in certifying same.

Please return the certified copy of the documents to the undersigned in the envelope enclosed for your convenience.

Thank you for your assistance and if you have any questions or comments, please contact me.

Sincerely,

OLMSTED & WILSON, P.A.

By: 
Michael M. Wilson

MMW/
Encls.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2023

MICHAEL M. WILSON
17801 MURDOCK CIRCLE
SUITE A
PORT CHARLOTTE, FL 33948 US

SUBJECT: NEW DAY CHRISTIAN CHURCH AT PORT CHARLOTTE, INC.
Ref. Number: 700551

We have received your document and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

THE ARTICLES OF MERGER FOR A NON-PROFIT CORPORATION SHOULD BE FILED PURSUANT TO 617.1105, F.S.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 023A00011827

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 617.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into New Day Christian Church at Port Charlotte, Inc., a Florida not-for-profit corporation.

ARTICLE I - NAMES

The names of the corporations which are parties to this merger are NEW DAY CHRISTIAN CHURCH AT PORT CHARLOTTE, INC., a Florida not-for-profit corporation, which shall be the surviving corporation, and CENTRAL CHURCH OF CHRIST OF SARASOTA, FLORIDA, INC., a Florida not-for-profit corporation, which shall be the disappearing corporation.

ARTICLE II - PLAN OF MERGER

The Plan of Merger is attached to these Articles and marked as Exhibit "A" and incorporated herein by reference. There shall be no change in the Articles of Incorporation of the surviving corporation.

ARTICLE III – ADOPTIOIN OF MERGER BY SURVIVING CORPORATION

There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the Elders on the 12 day of March, 2023. The number of Elders then in office was seven (7), and their vote for the plan of merger was unanimous.

ARTICLE IV – ADOPTION OF MERGER BY MERGING CORPORATION

There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the Board of Trustees on the 31 day of May, 2022. The number of Board of Trustees then in office was three (3), and their vote for the plan of merger was unanimous.

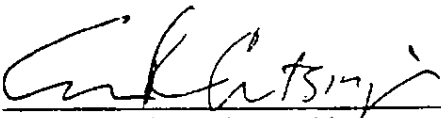
ARTICLE V – EFFECTIVE DATE OF MERGER

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

Dated this 14th day of March 2023.

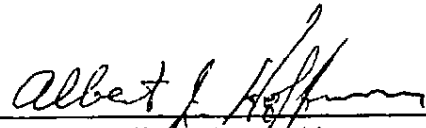
Merging Corporation:

Central Church of Christ of Sarasota, Florida,
Inc., a Florida not-for-profit corporation

By: 
Evan R. Cutsinger, its President

Surviving Corporation:

New Day Christian Church at Port Charlotte,
Inc., a Florida not-for-profit corporation

By: 
Albert J. Hoffman, its President

**PLAN OF MERGER OF
CENTRAL CHURCH OF CHRIST OF SARASOTA, FLORIDA, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION
AND
NEW DAY CHRISTIAN CHURCH AT PORT CHARLOTTE, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

This is a plan of merger between Central Church of Christ of Sarasota, Florida, Inc., a Florida not-for-profit corporation, with its principal offices located at 6221 Proctor Rd., Sarasota, FL 34241, and New Day Christian Church at Port Charlotte, Inc., a Florida not-for-profit corporation, with its principal offices located at 20212 Peachland Blvd., Port Charlotte, FL 33954.

Article I. Constitute Corporations

The name of each constituent corporation is Central Church of Christ of Sarasota, Florida, Inc., a Florida not-for-profit corporation (hereinafter "Central") and New Day Christian Church at Port Charlotte, Inc., a Florida not-for-profit corporation (hereinafter "New Day").

Article II. Merger

Under F.S. 617.1107 Central shall be merged into New Day (hereinafter the "Merger").

Article III. Surviving Corporation

New Day shall be the surviving Corporation of the Merger.

Article IV. Articles of Incorporation

The Articles of Incorporation of New Day 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. Directors and Officers

The directors and officers of New Day immediately before the Merger shall continue to be the directors and officers immediately following the Merger.

Article VI. Members

The members of Central and New Day immediately before the merger shall all be members of New Day immediately following the Merger, and, without further action, shall possess all rights and obligations granted to members of New Day by its charter and bylaws.

Article VII. Assets and Liabilities

On the effective date of the merger, the separate existence of Central shall cease and New Day, without further action, shall possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of Central without further action, shall be vested in New Day immediately following the Merger. Following the Merger, New Day shall be responsible for all liabilities and obligations of Central. Any Claim Existing or Action or Proceeding Pending against Central may be continued as if the merger did not occur or New Day may be substituted for Central in any such proceeding. Neither the rights of creditors of nor any liens on the property of Central shall be impaired by the merger.

Article VIII. Effective Date

The Merger shall be effective when the Articles of Merger are filed with the Florida Department of State, or at such other time specified in the Articles of Merger.

Article IX. Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the Board of Directors of New Day or the Board of Directors of Central at any time before the filing of the Articles of Merger.

Article X. Supplemental Action

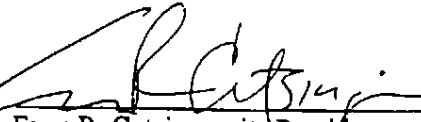
If at any time after the Effective Date of this Merger New Day determines that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of New Day or Central, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of New Day, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in New Day, or to otherwise carry out the provisions of this Plan.

Article XI. Authorization, Validity and Consent.

The execution, delivery, and performance of this Plan of Merger by Central and New Day has been duly and validly authorized by all requisite corporate and membership action. This plan has been duly and validly executed and delivered by the parties, and is a legal, valid, and binding obligation of the respective parties, enforceable in accordance with its terms. No further approval, consent, waiver, or authorization of or filing or registration with any governmental authority or third party is required for the execution, delivery, or performance by the parties of this Plan of Merge

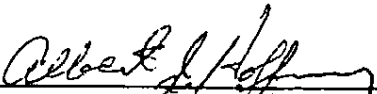
Merging Corporation:

Central Church of Christ of Sarasota, Florida,
Inc., a Florida not-for-profit corporation

By: 
Evan R. Cutsinger, its President

Surviving Corporation:

New Day Christian Church at Port Charlotte,
Inc., a Florida not-for-profit corporation

By: 
Albert J. Hoffman, its President

CORPORATE RESOLUTION TO MERGE

I HEREBY CERTIFY to Central Church of Christ of Sarasota, Florida, Inc., a Florida not-for-profit corporation (hereinafter "Central"), that at a meeting of the Board of Trustees of New Day Christian Church at Port Charlotte, Inc., a Florida not-for-profit corporation (hereinafter "Corporation"), the following Resolutions were duly adopted:

RESOLVED, that this Corporation was presented a Plan of Merger and Articles of Merger (hereinafter collectively "Merger Documents") wherein Central will be merged into New Day; and,

RESOLVED FURTHER, that the Board of Trustees deem it to be in the best interest of this Corporation that Central be merged into the Corporation; and,

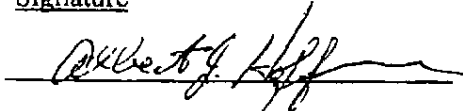
RESOLVED FURTHER, that ALBERT J. HOFFMAN, as President of this Corporation (the officer or officers authorized to act pursuant hereto being hereinafter designated as "authorized officers") be and is hereby authorized, directed, and empowered, in the name of and on behalf of this Corporation, to execute and deliver to Central, and Central is requested to accept, the Merger Documents and other instruments of this Corporation, and said authorized officers are authorized from time to time to execute further documents and instruments necessary to consummate the Plan of Merger; and

RESOLVED FURTHER, that the Central is authorized to act upon these resolutions which shall continue in full force and effect until written notice of their revocation is delivered to the Central or until the Articles of Merger of filed with the Secretary of State, whichever shall first occur, and that the authority hereby granted shall apply with equal force and effect to the successors in office of the officers herein named; provided, however, receipt of such notice shall not affect any such action taken by Central prior thereto;

RESOLVED FURTHER, that the authority given hereunder shall be deemed retroactive and the acts hereunder performed prior to the passage of these Resolutions are hereby ratified and affirmed;

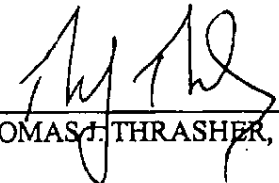
I, THE SECRETARY of the Corporation incorporated under the laws of the State of Florida, do hereby certify that the foregoing is a full, true, and correct copy of resolutions of the Board of Trustees of said Corporation, duly and regularly passed and adopted at the meeting of the Board of Trustees of said Corporation which was duly and regularly called and held in all respects as required by law, and by the Articles of Incorporation and the By-Laws of said Corporation, at the office thereof on the 12 day of March, 2023 at which meeting the requisite number of the Board of Trustees of said Corporation were present and voted in favor of said resolutions.

I FURTHER CERTIFY that said resolutions are still in full force and effect and have not been amended or revoked, and that the following specimen signature is the signature of the officer authorized to sign for this Corporation by virtue of these resolutions:

<u>Title</u>	<u>Printed Name</u>	<u>Signature</u>
President	Albert J. Hoffman	

I FURTHER CERTIFY that this Corporation is duly organized, validly existing and in good standing under and by virtue of the laws of the State of Florida; that there is no provision in the Articles of Incorporation or By-Laws of said Corporation limiting the authority of the Board of Trustees to adopt the foregoing resolutions or requiring approval of such resolutions by the vote or consent of the members of said Corporation, and that to date hereof, no proceedings for the dissolution, liquidation, consolidation or merger have been instituted by or against this Corporation.

I have hereunto set my hand as Secretary and affixed the corporate seal of said Corporation this 14 day of March, 2023



THOMAS J. THRASHER, its Secretary

[corporate seal]

CORPORATE RESOLUTION TO MERGE

I HEREBY CERTIFY to New Day Christian Church at Port Charlotte, Inc., a Florida not-for-profit corporation (hereinafter "New Day"), that at a meeting of the Board of Trustees of Central Church of Christ of Sarasota, Florida, Inc., a Florida not-for-profit corporation (hereinafter "Corporation"), the following Resolutions were duly adopted:

RESOLVED, that this Corporation was presented a Plan of Merger and Articles of Merger (hereinafter collectively "Merger Documents") wherein the Corporation will be merged into New Day; and,

RESOLVED FURTHER, The Board of Trustees deem it to be in the best interest of this Corporation that the Corporation be merged into New Day; and,


RESOLVED FURTHER, that EVAN R. CUTSINGER, as President of this Corporation (the officer or officers authorized to act pursuant hereto being hereinafter designated as "authorized officers") be and is hereby authorized, directed, and empowered, in the name of and on behalf of this Corporation, to execute and deliver to New Day, and New Day is requested to accept, the Merger Documents and other instruments of this Corporation, and said authorized officers are authorized from time to time to execute further documents and instruments necessary to consummate the Plan of Merger; and

RESOLVED FURTHER, that New Day is authorized to act upon these resolutions which shall continue in full force and effect until written notice of their revocation is delivered to the New Day or until the Articles of Merger of filed with the Secretary of State, whichever shall first occur, and that the authority hereby granted shall apply with equal force and effect to the successors in office of the officers herein named; provided, however, receipt of such notice shall not affect any such action taken by New Day prior thereto;

RESOLVED FURTHER, that the authority given hereunder shall be deemed retroactive and the acts hereunder performed prior to the passage of these Resolutions are hereby ratified and affirmed;

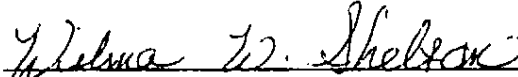
I, THE SECRETARY of the Corporation incorporated under the laws of the State of Florida, do hereby certify that the foregoing is a full, true, and correct copy of resolutions of the Board of Trustees of said Corporation, duly and regularly passed and adopted at the meeting of the Board of Trustees of said Corporation which was duly and regularly called and held in all respects as required by law, and by the Articles of Incorporation and the By-Laws of said Corporation, at the office thereof on the 31 day of May, 2022 at which meeting the requisite number of the Board of Trustees of said Corporation were present and voted in favor of said resolutions.

I FURTHER CERTIFY that said resolutions are still in full force and effect and have not been amended or revoked, and that the following specimen signature is the signature of the officer authorized to sign for this Corporation by virtue of these resolutions:

<u>Title</u>	<u>Printed Name</u>	<u>Signature</u>
President	Evan R. Cutsinger	

I FURTHER CERTIFY that this Corporation is duly organized, validly existing and in good standing under and by virtue of the laws of the State of Florida; that there is no provision in the Articles of Incorporation or By-Laws of said Corporation limiting the authority of the Board of Trustees to adopt the foregoing resolutions or requiring approval of such resolutions by the vote or consent of the members of said Corporation, and that to date hereof, no proceedings for the dissolution, liquidation, consolidation or merger have been instituted by or against this Corporation.

I have hereunto set my hand as Secretary and affixed the corporate seal of said Corporation this 12 day of March, 2023


WILMA W. SHELTON, its Secretary

[corporate seal]