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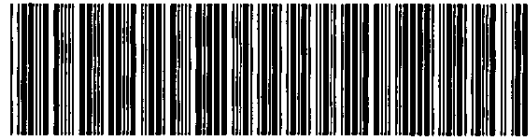
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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EFFECTIVE DATE

Jan 1, 2014

Merger / CC
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(10) 12.16.13



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* BOARD CERTIFIED WILLS, TRUSTS & ESTATES
** BOARD CERTIFIED EMERITUS WILLS, TRUSTS & ESTATES
^ CERTIFIED PUBLIC ACCOUNTANT (FL.)
+ ALSO ADMITTED IN IOWA

December 10, 2013

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Elevation Ministries, Inc. Merger with First Baptist Church, Fort Myers, Florida, Inc.

Dear Ladies and Gentlemen:

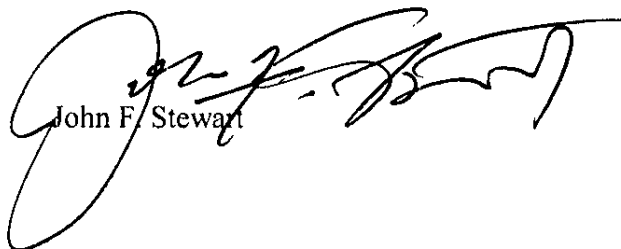
Enclosed herewith are Articles of Merger in reference to the captioned corporations.

Also enclosed, please find our check in the amount of \$87.50 representing the following fees:

1. \$70.00 representing the cost of the filing fee.
2. \$8.87 for a Certificate of Status.
3. \$8.75 for a certified copy of the Articles of Merger.

If the Merger documents meet with your approval, we will appreciate your executing and sending to the undersigned the above requested documents.

Sincerely yours,


John F. Stewart

JFS: yp
Enclosures
JFS Misc.

EFFECTIVE DATE
January 1, 2014

ARTICLES OF MERGER

(Elevation Ministries, Inc. Merging With First Baptist Church, Fort Myers, Florida, Inc.)

These Articles of Merger are entered into by and between ELEVATION MINISTRIES, INC. and FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA, INC. in accordance with Section 617.1105, Florida Statutes.

FIRST: The Plan of Merger duly adopted by each party to the merger is attached hereto and made a part hereof by this reference.


SECOND: The date of the meeting of members of Elevation Ministries, Inc. at which the Plan of Merger was adopted was the 17th day of November, 2013. The number of votes cast for the merger and the Plan of Merger was sufficient for approval.

The date of the meeting of members of First Baptist Church, Fort Myers, Florida, Inc. at which the Plan of Merger was adopted was the 17th day of November, 2013. The number of votes cast for the merger and the Plan of Merger was sufficient for approval.

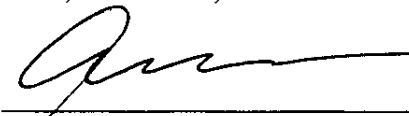
THIRD: The effective date of the merger is **January 1, 2014**.

APPROVED and ADOPTED this 10th day of December, 2013.

ELEVATION MINISTRIES, INC.

By: 
David Pleasant, President

FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA, INC.

By: 
Albert M. Frierson, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC 11 PM 8:26

PLAN OF MERGER

(Elevation Ministries, Inc. merging with First Baptist Church,
Fort Myers, Florida, Inc.)

This Plan of Merger is entered into by and between ELEVATION MINISTRIES, INC. and FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA, INC. The following Plan of Merger was adopted and approved by each party to the merger in accordance with Section 617.1103, Florida Statutes and is being submitted in accordance with Section 617.1105, Florida Statutes.

FIRST: The names of the Florida not-for-profit corporations proposing to merge are:

Elevation Ministries, Inc.

First Baptist Church, Fort Myers, Florida, Inc.

SECOND: The surviving corporation is:

First Baptist Church, Fort Myers, Florida, Inc.

THIRD: The terms and conditions of the merger are:

- A. PURPOSE: Believing we have been brought together under the power of the Holy Spirit and believing God has called our congregations for the purpose of building God's Kingdom on earth as it is in Heaven and believing that we

can do more together sharing our resources, gifts and passions than we can apart, the congregations of The First Baptist Church of Fort Myers and Elevation Ministries are united in ministry. The purpose of this united effort of being God's kingdom in Fort Myers, Florida is to be one church whose mission is to proclaim Christ, to worship and love God, to love each other and serve our neighbors beginning in our five-mile radius.

1. The two corporations have voted to be united as one corporation maintaining the corporate identity of First Baptist Church, Fort Myers, Florida, Inc. **Membership in the surviving corporation includes members from both churches, and members from the former Elevation Ministries church shall automatically become members of the surviving church, First Baptist Church, Fort Myers, Florida, upon approval of the merger by the State of Florida.**
2. The **surviving** church corporation will do business as (d/b/a) a campus name that reflects the new identity while maintaining the corporation named above.
3. All outreach and ministry will be done in the name of the new fictitious name (d/b/a) selected by the new congregation.
4. The title to the real property will remain in the name of the surviving corporation. New governance procedures as set out in the By- Laws, as amended, will give the Representative Council to be established in accordance with the By- Laws, as amended, the ability to make recommendations, in cooperation with the Building/Grounds Properties Team, regarding sale of and

mortgaging of the real property, to the congregation for approval.

5. The Council, as noted below, shall be comprised of equal representation of the two original congregations making up the **surviving** church corporation.

B. GOVERNANCE OF THE **SURVIVING** CORPORATION:

1. A Representative Council will be established to operate the **surviving** church corporation making all decisions relative to its operation.
2. The Council will consist of equal representation, **seven (7)** rotating members, plus one representative from the Stewardship Teams of each pre-existing congregation and the Pastors from the two congregations making the **surviving** church corporation.
3. During the first six years of transition, each pre-existing congregation will select its representatives in keeping with their tradition for choosing leaders. The first **seven** members from the pre-existing congregations plus one member of the pre-existing Stewardship Teams of each congregation will serve an initial term of three years.
4. After the initial three year term, the two pre-existing congregations will then select new members to begin a rotating schedule of **three** members serving one year, two serving two years and two to serve three years. It is recommended that at least two of the initial **seven** representatives from each pre-existing congregation be eligible to serve at least a one year term in the second group. The Senior Co-Pastors of the **surviving** church

corporation will serve in an advisory, non-voting capacity on the Council. A quorum required at any meeting of the Representative Council shall consist of ten (10) members being present at that meeting.

5. The Council shall make all decisions by consensus (defined as ten (10) or more of the total membership of the Representative Council) to operate the new church in matters involving the adoption of the annual budget as prepared by the Stewardship Team; implementation of the budget throughout the year; hiring of ministerial and non-ministerial staff; maintenance of facilities, purchasing of equipment as recommended by the Facilities/Properties Team and all ministries of the campus.

C. REPLACING SENIOR CO-PASTORS AND MINISTRY STAFF.

1. The remaining Senior Pastor will meet with the Representative Council to discuss the qualifications a new Senior Pastor must possess to continue the local vision of the church at Second and Jackson Street in Fort Myers.
2. These qualifications are much different than for a Senior Pastor in regards to different expressions of worship and dynamics associated with both traditional and contemporary services.
3. A Search Committee shall be appointed among the Representative Council. The Search Committee shall contact, as initial resources for potential candidates demonstrating the unique qualifications to serve the ministry of the church, the overseers of Elevation Ministries and the State Coordinator of the Cooperative

Baptist Fellowship but are not limited to only these resources.

4. The Search Committee will interview and condense the list of potential candidates to 2 or 3 to present to the Representative Council and the Council will recommend one candidate to the church for approval.
5. The Senior Co-Pastors will interview all candidates for Staff Pastors/Minister positions based upon needs and vision of the church. The Senior Co-Pastors will submit final candidate/s to the Representative Council for approval.

D. ONE BUDGET/ONE INCOME FLOW

1. All tithes, offerings and other gifts or contributions made to the new church will be managed through one income flow and one budget by the Representative Council and the Stewardship Team.
2. The Budget shall be developed by the Stewardship Team and approved by the Representative Council. All monies received annually from sources such as the Fagan Trust will come payable to the **surviving** corporation, First Baptist Church, Fort Myers, Florida, Inc. Checks may be made payable to either the corporate identity or the campus ministry fictitious name or d/b/a.

E. WORSHIP SERVICES

1. The campus ministry of the new church shall maintain at least the two existing worship services – one being the existing First Baptist worship with a traditional style and the second being the existing Elevation Ministries worship with its more contemporary worship style.
2. Subsequent and additional worship experiences may be added as outreach opportunities in the community.

FOURTH: Amendments to the Articles of Incorporation dated May 26, 1960, of the surviving corporation brought about as a result of the merger are as follows:

ARTICLE II

Unnumbered paragraph 5 has been amended to read:

“This corporation is organized primarily for the purpose of holding title to such property or properties as the said FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA shall, from time to time, purchase or acquire, and it shall have power, from time to time, to make such contracts and to do such things as shall be authorized and directed by the members of said FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA, **based upon recommendations made to the church membership by the Representative Council of the church, evidenced by resolution of said church duly passed.**”

Unnumbered paragraph 6 has been amended to read:

“This corporation shall have no power to mortgage, sell, encumber, deed or otherwise dispose of any property without the written consent and direction of the said FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA , **based upon recommendations made to the church membership by the Representative Council of the church,** evidenced by resolution of said church duly passed.”

ARTICLE III

Article III has been amended to read:

“The membership of this corporation shall consist of five (5) members of the church, in good and regular standing in the church, to be elected by said church **through the Representative Council of the church,** to serve for a period of **3 years** and until their successors are elected and qualified. If any member ceases to be a member of the FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA, in good and regular standing, he shall cease to be a member of this corporation, and the vacancy may be filled by **the Representative Council of the church.**”

ARTICLE VI

Article VI has been amended to read:

“The affairs of the corporation shall be managed by a Board of Directors consisting of five (5) persons who shall be elected **every three (3) years by and through the Representative Council of the church** and by a president, one or more vice presidents, a secretary and a treasurer who shall be elected by the Board of Directors.”

ARTICLE VII

Article VII has been amended to read:

“The names of the officers who are to manage the affairs of the corporation until their successors are elected and qualified are as follows:

<u>Albert Frierson</u>	President
<u>Paul DeCarlo</u>	Vice President
<u>Chis Hansen</u>	Vice President
<u>Nickie Connell</u>	Secretary
<u>Robert Egolf</u>	Treasurer

ARTICLE VIII

Article VIII has been amended to read:

“The By-Laws of the corporation shall be made, altered or amended by the corporation at any regular or special meeting duly and legally called, but any alteration or amendment of said By-Laws shall only be made by a four-fifths (4/5) vote of all **five (5)** members of the corporation, provided no changes in these Articles of Incorporation shall be made in the By-Laws without the written consent and direction of the FIRST BAPTIST CHURCH, FORT MYERS, FLORIDA evidenced by resolution of said church duly passed.”

FIFTH: Changes in the By-Laws of the surviving corporation to be effected by the Merger are as follows:

Section II: Membership

“Paragraph 3. Discipline” has been stricken in its entirety as this subject matter belongs in the Policies Manual.

Under “CHURCH LEADERSHIP”, Section 1. has been amended to replace the word “Employed” with the word “Called” and in subparagraph (1.) the word “Pastor” will be amended to “Pastor(s)” everywhere it appears in that subparagraph. The last sentence of Paragraph 1., subparagraph (1.) has been amended to read: The Pastor(s) shall be a **non-voting ex-officio member of the church Representative Council.**

Subparagraph (2) “Calling a Pastor” has been stricken in its entirety and replaced with the following:

(2) Steps to replace a Senior Co-Pastor

When a vacancy occurs in the pastorate, the remaining Senior Pastor will meet with the Representative Council to discuss the qualifications a new Senior Co-Pastor must possess to continue the local vision of the church at Second and Jackson Street. These qualifications are much different than for a Senior Pastor in regards to the different expressions of worship and dynamics associated with both traditional and contemporary services.

A search committee will be appointed among the members of the Representative Council. The search committee will contact, as initial resources for potential candidates demonstrating the unique qualifications to serve the ministry of the church, the overseers of Elevation and the State Coordinator of the Cooperative Baptist Fellowship but are not limited to only those resources.

The Search Committee will interview and condense the list of potential candidates to 2 or 3 to present to the Representative Council and the Council will recommend one candidate to the church for approval.

Subparagraph (3) “The covenant relationship between the Pastor and the congregation” has been stricken and will be moved to the Policy Manual.

Subparagraph (4) “Termination of the pastoral relationship” has been amended to read:

If a pastor feels led to retire or serve in another place or capacity, the pastor may submit a written resignation to the congregation after having notified the **Representative Council** of the intended resignation. A pastor shall give the church four weeks’ notice of resignation, or, if retiring from the pastorate, may give the church a longer notice to facilitate an orderly transition.

The second unnumbered paragraph found in sub-paragraph (4) has been stricken and moved to the Policy manual.

Paragraph numbered 2. "The ministerial staff" and Paragraph numbered 3. "The non-ministerial staff" has been stricken and replaced with the following:

"2. The Ministerial and Non- Ministerial Staff"

The Senior Co-Pastors will interview all candidates for Staff Pastors/Minister positions as well as Non-ministerial staff positions based upon the needs and vision of the church. The Senior Co-Pastors will submit final candidates to the Representative Council for approval.

Section II: **Other** leadership

1. Deacons

The Representative Council of the church shall select deacons . They shall serve on a rotation basis. Each year the assigned term of office of one-third of the number of deacons shall expire, and **selection by the Representative Council of the church** shall be held to fill the vacancies and to add to the deacons such numbers as the size of the church warrants. In the case of death or removal or incapacity to serve, **the Representative Council of the Church may select** a deacon to fill the unexpired term. After serving a term of three years, a deacon shall be eligible for **reselection** only after the lapse of at least one year. There shall be no obligation to constitute as an assigned deacon one who has been a deacon in another church.

Description of the Role of Deacon

This section of the existing By-Laws has been stricken and will be moved to the Policies & Procedures Manual.

2. The Coordinating Council. This paragraph has been stricken and will be replaced by the following:

Governance of the new church corporation

- A. **A Representative Council will be established to operate the new church making all decisions relative to its operation.**
- B. **The Council will consist of equal representation, seven (7) rotating members, one representative from the Stewardship Teams of each pre-existing congregation and the Pastors from the two congregations making the new church corporation.**

During the first six years of transition, each pre-existing congregation shall select its representatives in keeping with their tradition for choosing leaders.

The first seven members from the pre-existing congregations plus one member of the pre-existing Stewardship Teams of each congregation will serve an initial term of three (3) years.

After the initial three year term, the two pre-existing congregations shall then select new members to begin a rotating schedule of three members serving one year, two members serving two years and two members serving three years.

At least two of the initial seven representatives from each pre-existing congregation shall be eligible to serve at least a one year term in the second group.

The Senior Co-Pastors of the new church corporation shall serve in an advisory, non-voting capacity on the Council. A quorum required at any meeting of the Representative Council shall consist of ten (10) members being present at that meeting.

The Council shall handle all decisions by consensus (defined as ten (10) or more of the total membership of the Representative Council) to operate the new church corporation in matters involving the adoption of the annual budget as prepared by the Stewardship Team; implementation of the budget throughout the year; hiring of ministerial and non-ministerial staff; maintenance of facilities; purchasing of equipment as recommended by the Facilities/Properties Team; and all ministries of the campus.

3. Moderator

This subsection of the By-laws has been amended as follows:

The **Representative Council** shall **select a moderator**. The moderator shall preside over all business meetings of the church. The moderator does not vote on any question except in the case of a ballot vote. The moderator may vote to break a tie.

4. Parliamentarian

The **Representative Council** shall **select** a parliamentarian, who will advise the moderator on matters of parliamentary procedure. The parliamentarian must maintain a position of impartiality, and, therefore, does not vote on any question except in the case of a ballot vote.

5. Clerk

The **Representative Council** shall **select** a clerk to serve as its clerical officer. The clerk shall be responsible for keeping a suitable record of all official actions of the church, except as otherwise herein provided. The **Representative Council** may delegate some of the clerical responsibilities to a church secretary. All church records are church property and shall be kept in the church office.

6. Treasurer

This section of the By-Laws has been stricken and included in the section dealing with corporate officers.

7. Corporate Officers

The **Representative Council** shall **recommend to the church the names of** five corporate officers to serve as legal officers of the church. **These shall include a President, two Vice Presidents, a Secretary and a Treasurer.** **These officers** shall hold in trust the church property. Upon a specific vote of the church **approving a recommendation of**

the Representative Council of the church, the church officers shall have the power to buy, sell, mortgage, lease or transfer church property. When the signatures of corporate officers shall be required, they shall sign legal documents involving the sale, mortgage, purchase or rental of property or other legal documents related to church-approved matters.

The membership of this corporation shall consist of five (5) members of the church in good and regular standing in the church to be elected by the church each three (3) years to serve for a period of three (3) years or until their successors are elected and qualified. If any member ceases to be a member of the church, in good and regular standing, he shall cease to be a member of the corporation and the vacancy may be filled by the church based upon **the recommendation of the church Representative Council as approved by the church. All current Church Officers will remain in office until replaced by their successors pursuant to the above provisions.**

CHURCH MEETINGS

The Section of the By-Laws relating to Church Meetings has been stricken and replaced by the following:

Section I. Worship Services

The church shall conduct worship services at times and places specified by the congregation in co-operation with

recommendations made by the church Representative Council.

The campus ministry of the new church corporation shall maintain at least the two existing worship services – one being the existing First Baptist worship with a traditional style and the second being the existing Elevation Ministries worship with its more contemporary worship style.

Subsequent and additional worship experiences may be added as outreach opportunities in the community based upon recommendation of the Church Representative Council.

Section II. Business Meetings

Business meetings of the congregation of the new church shall be held as necessary to approve the following list of subject matter:

- (1) To vote on a recommendation of the church Representative Council to sell, mortgage, lease or transfer church property.**
- (2) To vote on selection of its members of the Church Representative Council plus one member of each existing Stewardship Team during the first six years of corporate transition.**
- (3) To vote to approve the recommendation of the church Representative Council of a candidate to replace a**

Senior Co-Pastor following a search and recommendations made by the search committee.

- (4) To vote to approve the recommendations of the church Representative Council to elect one or more of the five (5) corporate officers or their replacement.**

- (5) To vote to approve a recommendation of the church Representative Council to make revisions to the church *Purposes, Policies and Procedures Manual.***

- (6) Special business meetings called for any of the purposes set forth above may be held after one week's written notice of the meeting. Such written notice must include the nature of the business to be conducted. Only matters stated in the notice of the Special Business Meeting may be transacted during such a meeting.**

- (7) Voting by proxy shall not be recognized.**

- (8) Quorum. The quorum for all special business meetings shall be 100 members.**

(9) Parliamentary Rules

Roberts Rules of Order (latest revision) is the authority for parliamentary rules of procedure for all business meetings of the church.

CHURCH FINANCE

Section I. Budget

Section I of The By-Laws under the subject of Church Finance has been amended to read:

The Representative Council of the Church, based upon recommendations made by its Stewardship members, shall prepare and approve an annual budget. A copy of the annual budget shall be kept in the church office for any interested member of the church congregation to review upon request.

Section II Accounting Procedures

Section II of the By-Laws under the subject of Accounting Procedures has been amended to read:

All tithes, offerings and other gifts or contributions made to the new church will be managed through one income flow and one budget by the Representative Council and the Stewardship Team. The budget will be developed by the Stewardship Team and approved by the Representative Council. All monies received annually from sources such as the Fagan Trust will come payable to the corporation, First Baptist Church, Fort Myers, Florida.

Checks may be made payable to either the corporate identity or the campus ministry d/b/a.

All funds received for any and all purposes shall pass through the hands of the church treasurer or financial secretary and be properly recorded on the books of the church. Those who have such responsibilities involving the actual handling of funds shall be bonded, the church paying the bond.

A system of accounting that will adequately provide for the handling of all funds and all other financial transactions shall be the responsibility of **the church Representative Council.**

Section III. The Fiscal Year

The church fiscal year shall begin on January 1 and end on December 31.

PURPOSES, POLICIES AND PROCEDURES

The following amendments have been approved to this section of the By-Laws:

Details regarding the manner in which duties set forth in the Constitution and By-Laws shall be carried out shall be included in a *Purposes, Policies and Procedures Manual*.

Copies of the *Purposes, Policies and Procedures Manual* shall be kept in the church office and made available there for use by any member of the church. It shall be reviewed **periodically** by the **Representative Council of the church** which shall have authority to recommend changes for the church to approve. The pastor's secretary shall maintain the Manual.

Additions or revisions to, or deletions from, the Manual shall be **recommended by a consensus of the Representative Council of the church and approved by the church at a Special called meeting of the church.**

PRIORITY OF DOCUMENTS

In all cases, the Articles of Incorporation shall have priority over all other documents, the Constitution shall have priority

over the By-Laws and the By-Laws shall have priority over the *Purposes, Policies and Procedures Manual*.

AMENDMENTS

Changes to the Constitution and By-Laws may be made at **any Special called** business meeting of the church, provided that each amendment shall have been presented in writing at a previous business meeting and copies of the proposed amendment shall have been furnished to each member present at the earlier meeting and made available to any member who desires a copy at a designated location throughout the period between the proposal of an amendment and the vote on its adoption. Amendments to the Constitution shall be made by two-thirds vote of church members attending the meeting, provided that a quorum is present. Amendments to By-Laws shall have the concurrence of a majority of members attending the meeting and voting, provided that a quorum is present.

SIXTH: A statement of changes made to the Constitution of the surviving corporation to be effected by the merger is as follows:

CONSTITUTION

The Constitution of the church has been amended as follows:

II. The Mission Statement has been amended to read:

The purpose of this united effort of being God's kingdom in Fort Myers is to be a church whose mission is to proclaim Christ, to worship and love God, to love each other and serve our neighbors beginning in our five-mile radius.

V. Church Covenant

The Church Covenant has been amended to replace the word "our" in "our church" with the word "**His**" as in "**His** church" in all places where that phrase appears in this subsection.

VI. Polity and Relationships

Paragraph numbered VI of the Constitution has been amended to read:

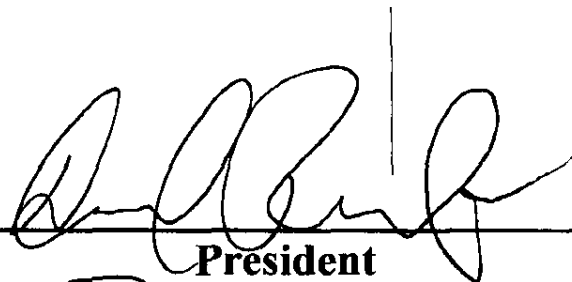
The government of this church is vested in the body of believers who compose it **through its Representative Council as set out more specifically in the By-Laws of the church corporation.**

In all other respects this paragraph will remain the same.

**SEVENTH: The effective date of the merger shall be
January 1, 2014.**

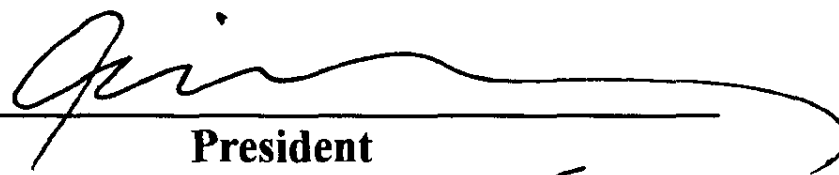
APPROVED and AGREED THIS 19th DAY OF
NOVEMBER, 2013.

ELEVATIONS MINISTRIES, INC.

By: 

President
DAVID PLEASANT

**FIRST BAPTIST CHURCH,
FORT MYERS, FLORIDA, INC.**

By: 

President
ALBERT M. FRIERSON