

704000

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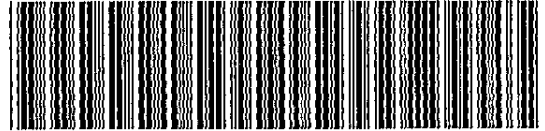
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy me

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January 19, 2006

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

Gentlemen:

Enclosed please find the following documents and fee payment for the merger of North Pompano Baptist Church Holding Company and Victory Life Church SBC, Inc.

1. Cover Letter
2. Articles of Merger
3. Plan of Merger
4. My Trust Account Check in the amount of \$78.75 for
 - a. \$35.00 for merging corporation
 - b. \$35.00 for surviving corporation
 - c. \$8.75 for certified copy

Thank you very much for your cooperation. Please feel free to call me if you have any questions.

Respectfully,



E. N. Colon

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Victory Life Church, SBC, Inc.</u>	<u>Broward County, FL</u>	<u>704000</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>North Pompano Baptist Church Holding Company</u>	<u>Broward County, FL</u>	<u>N21993</u>

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____ The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 9-18-05. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 22 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 9-18-2005. The number of directors in office was 22. The vote for the plan was as follows: 22 FOR 0 AGAINST

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Victory Life Church, SBC, Inc.

Broward County, Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

North Pompano Baptist Church
Holding Company

Broward County, Florida

The terms and conditions of the merger are as follows:

SEE ATTACHED ADDENDUM "A"

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

NONE

Other provisions relating to the merger are as follows:

None

ADDENDUM "A"

PLAN OF MERGER

WHEREAS, the respective Board of Directors of North Pompano Baptist Church Holding Company and Victory Life Church, SBC, Inc., have approved and declared advisable the merger of North Pompano Baptist Church Holding Company with and into Victory Life Church SBC, Inc., upon the terms and subject to the conditions set for in this Plan of Merger;

WHEREAS, the respective Board of Directors of North Pompano Baptist Church Holding Company and Victory Life Church, SBC, Inc., have each determine that the Merger and the other transactions contemplated hereby are consistent with, and in furtherance of their respective goals;

WHEREAS, North Pompano Baptist Church Holding Company and Victory Life Church, SBC, Inc., desire to make certain representations, warranties, covenants and agreements in connection with the Merger;

NOW, THEREFOR, in consideration of the representations, warranties, covenants and agreements contained in the Agreement, the parties agree as follows:

THE MERGER

The Merger: Upon the terms and subject to the conditions set for in this Agreement, and in accordance with the Florida Statutes, Chapter 617, Corporations not for profit, NORTH POMPANO BAPTIST CHURCH HOLDING COMPANY shall be merged with and into VICTORY LIFE CHURCH SBC, INC., at the Effective Date. Following the Effective Date, VICTORY LIFE CHURCH SBC, INC., shall be the surviving and shall succeed to assume all the rights and obligations of NORTH POMPANO BAPTIST CHURCH HOLDING COMPANY in accordance with the Florida Statutes.

1. The Merger shall become effective at such time as the Certificate of Merger is duly filed with the Department of State, Division of Corporations of the State of Florida.

2. The Merger shall have the following effects:

- a. The Articles of Incorporation of Victory Life Church, SB ζ , Inc., in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the surviving corporation until thereafter changed or amended as provided therein or by applicable law .
- b. The By-Laws of Victory Life Church SBA, Inc., in effect immediately prior to the Effective Date, shall be the By-Laws of the surviving corporation until thereafter changed or amended as provided therein or by applicable law.
- c. The Board of Directors and Officers of Victory Life Church SB ζ , Inc., in effect immediately prior to the Effective Date, shall be the Board of Directors and Officers of the surviving corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.
- d. All the assets of the merging corporation, NORTH POMPANO BAPTIST CHURCH HOLDING COMPANY, including , but limited to, that certain mortgage and note recorded in Official Records Book 41129 at Pages 385-407 of the Public Records of Broward County, Florida, hereby become the assets of the surviving corporation, VICTORY LIFE CHURCH SB ζ , INC.