

704397

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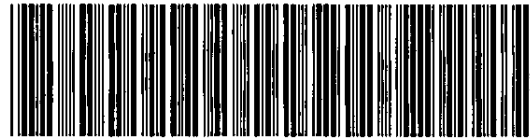
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08/21/14--01009--030 \*\*43.75

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09/11/14--01003--005 \*\*26.25

FILED  
2014 AUG 21 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DPB  
9/11/14



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 28, 2014

Tommy G. Smith, Esq.  
Shell Fleming Davis & Menge  
P.O. Box 1831  
Pensacola, FL 32591-1831

SUBJECT: HILLCREST BAPTIST CHURCH OF PENSACOLA, INC.  
Ref. Number: 704397

We have received your document for HILLCREST BAPTIST CHURCH OF PENSACOLA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 714A00018501

RECEIVED  
14 SEP 10 PM 12:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SFDM | shell fleming davis & munge

ATTORNEYS AT LAW

**TOMMY G. SMITH**

tsmith@shellfleming.com

(850) 434-2411 ext. 159

August 20, 2014

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Articles of Merger**


Dear Sirs:

Please find enclosed for filing the Articles of Merger between Hillcrest Baptist Church of Pensacola, Inc. (the surviving corporation) and East Hill Baptist Church of Pensacola, Inc. (the merging corporation). Included is the Plan of Merger.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$43.75 (\$35.00 for filing fee, and \$8.75 for one certified copy).

Very truly yours,

**SHELL, FLEMING, DAVIS & MENGE**



Tommy G. Smith

TGS/ts  
Enclosures  
File No. B3556.00000

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Hillcrest Baptist Church of Pensacola, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tommy G. Smith  
(Contact Person)

Shell, Fleming, Davis and Menge, P.A.  
(Firm/Company)

226 Palafox Place, Ninth Floor  
(Address)

Pensacola, Florida 32502  
(City/State and Zip Code)

For further information concerning this matter, please call:

Tommy G. Smith At ( 850- ) 434-2411 ext. 159  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

8-24-14

## **ARTICLES OF MERGER**

(Not for Profit Corporations)

FILED

2014 AUG 21 PM 3:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>Hillcrest Baptist Church of Pensacola, Inc.</u>	<u>The State of Florida</u>	<u>704397</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>East Hill Baptist Church of Pensacola, Inc.</u>	<u>The State of Florida</u>	<u>N41700</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </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** 08 / 24 / 2014 (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)

**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 August 13, 2014.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
332 FOR 3 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 August 3, 2014. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 91 FOR 15 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

**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of the Corporation:**

East Hill Baptist Church of Pensacola, Inc.,

**Signature of the  
Chairman/Vice Chairman  
of the Board of Trustees  
or an Officer**



**Typed or Printed Name  
Of the Individual:**

KARL L. DIETRICH

**Title:**

Board of Trustees - President

**Name of the Corporation:**

Hillcrest Baptist Church of Pensacola, Inc.,

**Signature of the  
Chairman/Vice Chairman  
of the Board of Trustees  
or an Officer**



**Typed or Printed Name  
Of the Individual:**

Kevin G. Coleman

**Title:**

Chairman Trustees

## **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.

1. The name and jurisdiction of the **surviving** corporation is:

<b>NAME</b>	<b>JURISDICTION</b>
Hillcrest Baptist Church of Pensacola, Inc.	The State of Florida

The name of each **merging** corporation is:

<b>NAME</b>	<b>JURISDICTION</b>
East Hill Baptist Church of Pensacola, Inc.	The State of Florida

2. The terms and conditions of the merger are as follows:

- a. The Board of Directors of East Hill Baptist Church of Pensacola, Inc., must adopt a resolution approving the proposed plan of merger and directing that the plan be submitted to a vote at a special meeting of the members.
- b. The Board of Directors of Hillcrest Baptist Church of Pensacola, Inc., must adopt a resolution approving the proposed plan of merger and directing that the plan be submitted to a vote at a special meeting of the members.
- c. The Senior Pastor of East Hill Baptist Church of Pensacola, Inc., shall be compensated pursuant to a Separation Agreement executed by Hillcrest Baptist Church of Pensacola, Inc. and the Senior Pastor of East Hill Baptist Church of Pensacola, Inc., Dr. Ron Wilcoxson.
- d. Articles of Merger must be executed by Hillcrest Baptist Church of Pensacola, Inc., and by East Hill Baptist Church of Pensacola, Inc., and filed with the Florida Department of State, Division of Corporations.
- e. East Hill Baptist Church of Pensacola, Inc. shall merge into Hillcrest Baptist Church of Pensacola, Inc. and cease to exist.



- f. Title to all property owned by East Hill Baptist Church of Pensacola, Inc. shall vest in Hillcrest Baptist Church of Pensacola, Inc. without reversion or impairment.
  - g. Hillcrest Baptist Church of Pensacola, Inc. shall become responsible for all liabilities of East Hill Baptist Church of Pensacola, Inc.
  - h. Any claim or action against East Hill Baptist Church of Pensacola, Inc. continues against Hillcrest Baptist Church of Pensacola, Inc.
  - i. Creditors of East Hill Baptist Church of Pensacola, Inc. shall become creditors of Hillcrest Baptist Church of Pensacola, Inc.
  - j. The members of East Hill Baptist Church of Pensacola, Inc. shall become members of Hillcrest Baptist Church of Pensacola, Inc..
- 3. A statement of any changes in the Articles of Incorporation of the surviving corporation to be effected by the merger is as follows:
  - a. NONE.
- 4. Other provisions related to the merger are as follows:
  - a. If, within five (5) years of the effective date of the merger, Hillcrest Baptist Church of Pensacola, Inc. ceases to exist or decides to no longer pursue church related business or activities on the Pensacola property formerly owned by East Hill Baptist Church of Pensacola, Inc., that property shall be transferred to Pensacola Bay Baptist Association. After five (5) years from the effective date of the merger, this provision shall be inapplicable. In addition, this provision shall be inapplicable if the Pensacola campus formerly owned by East Hill Baptist Church of Pensacola, Inc. is substantially damaged or destroyed by fire, wind or other casualty.
  - b. All real property in any other state, including North Carolina, formerly owned by East Hill Baptist Church of Pensacola, Inc., shall vest in Hillcrest Baptist Church of Pensacola, Inc. without reversion or impairment.
  - c. The effective date of the merger shall be the 24th day of August, 2014.
  - d. Neither East Hill Baptist Church of Pensacola, Inc. nor Hillcrest Baptist Church of Pensacola, Inc. may abandon this plan at any time after authorization by a vote of the members of said church.