

704679

HAHN, McCLURG, WATSON, GRIFFITH & BUSH, P.A.

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January 7, 1999

Ms. Susan Payne
Division of Corporations
Amendment/Merger Section
P. O. Box 6327
Tallahassee, FL 32314

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-01/12/99--01001--011
*****70.00 *****70.00

In re: Florida Baptist Family Ministries, Inc.

Dear Ms. Payne:

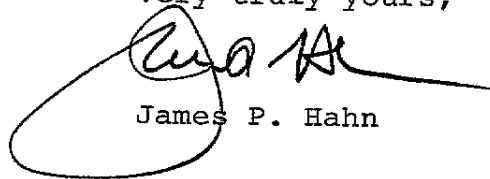
Confirming your call to my secretary, Anne, this date, enclosed herein please find check in the sum of \$70 representing filing fee for the Articles of Merger, merging Baptist Home for Children, Inc., into Florida Baptist Family Ministries, Inc., forwarded to you via Federal Express on December 22, 1998. For your ready reference, a copy of the December 22, 1998, transmittal letter is enclosed.

Please proceed accordingly.

Thank you.

EFFECTIVE DATE
1/1/99

Very truly yours,

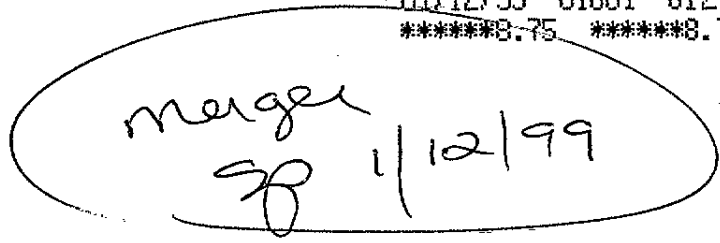

James P. Hahn

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 23 AM 11:42

/h

Enclosure

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merger
SP 1/12/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAPTIST HOME FOR CHILDREN, INC., a FL corp., #768730

INTO

FLORIDA BAPTIST FAMILY MINISTRIES, INC., a Florida corporation, 704679

File date: December 23, 1998, effective January 1, 1999

Corporate Specialist: Susan Payne

Hahn, McClurg, Watson, Griffith & Bush, P.A.
ATTORNEYS AT LAW

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December 22, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399.

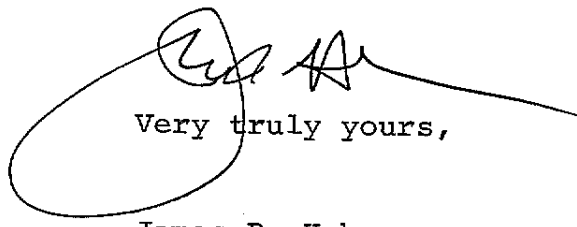
In re: FL Baptist Family Ministries, Inc.

Gentlemen:

Enclosed herein please find Articles of Merger to which Plan of Merger has been attached for recording prior to January 1, 1999. Thereafter, please furnish a certified copy of same to the undersigned in the envelope provided.

Check in the sum of \$8.75 is also enclosed representing your fee for said certified copy.

Thank you.



Very truly yours,

James P. Hahn

/h

Enclosure

EFFECTIVE DATE
1/1/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 23 AM 11:42

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of Florida Statutes, the undersigned corporations adopt the following articles of merger for the purpose of merging Baptist Home for Children, Inc., a corporation not-for-profit ("Baptist Home") into Florida Baptist Family Ministries, Inc., a corporation not-for-profit ("Family Ministries"):

1. The name of the surviving corporation shall be Florida Baptist Family Ministries, Inc.
2. The Plan of Merger is as set forth on Exhibit "A" attached hereto and made a part hereof.
3. Baptist Home has members (a/k/a "Trustees") and the members of Baptist Home, entitled to vote on the Plan of Merger, adopted the Plan of Merger on the 10th day of November, 1998, with the number of votes cast for the merger sufficient for approval with the vote being 31 for and -0- against; Family Ministries has no members but has a Board of Trustees which is comparable to a Board of Directors, which Board of Trustees adopted the Plan of Merger on the 27th day of October, 1998, the number of Trustees present being 16 with the vote being 16 for, and -0- against.
4. The effective date of the merger shall be the 1st day of January, 1999.

DATED the 16th day of December, 1998.

Baptist Home for Children, Inc.

By: Ray C. Melton
Ray C. Melton, President

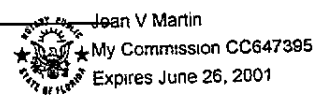
STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 18th day of December, 1998,
by RAY MELTON, on behalf of Baptist Home for Children, Inc., as President, who is
personally known to me or who has produced _____ as identification.

Joan V. Martin

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Commission Number: _____
My Commission Expires: _____



Florida Baptist Family Ministries, Inc.

By: Charles F. Hodges
Charles F. Hodges, President

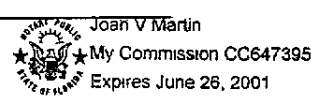
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 15th day of December, 1998,
by Charles F. Hodges, on behalf of Florida Baptist Family Ministries, Inc., as President, who is
personally known to me or who has produced _____ as identification.

Joan V. Martin

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Commission Number: _____
My Commission Expires: _____



PLAN OF MERGER

Plan of Merger between Florida Baptist Family Ministries, Inc., a corporation not-for-profit ("Family Ministries") and Baptist Home for Children, Inc., a corporation not-for-profit ("Baptist Home").

1. Baptist Home shall merge into Family Ministries and Family Ministries shall be the surviving corporation with the name of the surviving corporation to be Florida Baptist Family Ministries, Inc.

2. On the effective date of the merger, the separate existence of Baptist Home shall cease and Family Ministries shall succeed to all of the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of Baptist Home without the necessity for any separate transfer; Family Ministries shall then be responsible and liable for all liabilities and obligations of Baptist Home, and neither the rights of creditors nor any liens on the property of Baptist Home shall be impaired by the merger; however, the foregoing shall be subject to the following conditions:

A. The Northeast Florida area shall be included in the following Mission Statement: For the purpose of Christian ministry, Florida Baptist Family Ministries, as an institution of the Florida Baptist Convention, shall provide social services and programs within a Christian context of evangelism, missions and education to individuals, families and congregations within the State of Florida, which shall be of high quality and include such services and programs as approved by the Board of Trustees. Services are provided without discrimination.

B. Family Ministries shall continue to be a 501(c)3 not-for-profit corporation

chartered under the State of Florida and affiliated with the Florida Baptist Convention.

C. That the name Baptist Home for Children shall be retained as a ministry of Florida Baptist Family Ministries, Inc. and signage shall show: "serving Northeast Florida."

D. There shall be established with the Florida Baptist Foundation a permanently restricted endowment ("Endowment") with current endowment funds held by Baptist Home and any future funds and other assets designated by any donor for the Endowment to be included in the Endowment. That any currently existing restricted funds and other assets owned by Baptist Home shall continue to be restricted for uses designated by the donors thereof. That an amount to be designated by Baptist Home prior to merger may be withdrawn at any time prior to or after merger for capital improvement needs for completing Baptist Home's desired capital improvements as to the Northeast Florida Home; the decision for the amounts and times for the withdrawals shall be in the discretion of the Area Administrator of the Northeast Florida Home. All increments in value, dividends, interest and other income growth generated by the Endowment shall be exclusively for the support of child care in the Northeast Florida service area. Moreover, the Northeast Florida Home shall always receive its fair and appropriate portion of any budgeted items, including capital improvements, from Family Ministries without consideration of the existence of the Endowment.

E. The Northeast Florida service area shall at the outset include ten counties: Nassua, Duval, St. Johns, Clay, Baker, Union, Bradford, Putnam, Flagler and Columbia. Service areas may change as ministry develops and new areas are created.

F. By Articles of Incorporation and by-law change of Family Ministries, the current Board of Trustees of Family Ministries presently having 21 trustees shall be

increased to 24 trustees, with the initial three additional trustees first coming from the Jacksonville, Northeast Florida, and Black Creek Associations as to the first six years of membership on the Board of Trustees of Family Ministries.

G. There shall be created a Jacksonville area local Board of Advisors ("Board of Advisors"), whose purpose shall be to assist in public awareness and support, consisting of up to 50 volunteers with at least two meetings per year of the Board of Advisors on the Baptist Home campus with the results of the meetings to be presented by the President of Family Ministries to the Board of Trustees of Family Ministries.

H. The Jacksonville property of Baptist Home will not be sold for a period of 15 years from the effective date of the merger and after that time a sale of said property shall be considered only for the purpose of relocation to another single campus or multiple sites located within the Northeast Florida area. Should such a sale create any surplus proceeds over and above that needed for the establishment and erection of single or multiple campus locations as contemplated above, that surplus shall be added to the endowment funds described in subparagraph D above. In the event of condemnation by governmental authority, the same treatment of the proceeds thereof shall take place as hereinabove set forth in this paragraph H in the event of a sale.

I. The current staff of Baptist Home shall be retained for a minimum of six calendar months from the effective date of merger. If any employee chooses to leave the employment of Family Ministries during or after that time, or if any employee is dismissed by Family Ministries after that time for any reason, other than for cause, such employee shall be paid any severance payments he or she is entitled to under the personnel rules of

Family Ministries. Salary levels and benefits in keeping with those provided to existing Family Ministry employees will be implemented, and in some cases improving some packages now in place.

J. That the livestock program now in existence at Northeast Florida Home shall be continued, and Family Ministries shall include funds for its operation in the yearly budget. Family Ministries agrees not to discontinue this program unless it becomes not feasible to continue it, and Family Ministries agrees to confer with the Board of Advisors in determining the feasibility of continuing the program.

K. Any member of the Board of Advisors, and the President or any member of the Board of Trustees of Family Ministries, shall have authority to obtain mediation as to the enforcement of this Plan of Merger. The mediation shall be without filing suit but shall be governed by Florida Rules of Civil Procedure and Florida Statutes as to mediation, and the mediator shall be a mediator who has been certified by the Supreme Court of Florida. The mediator selected must be agreeable to both parties. If agreement for naming one mediator is not reached, each party shall select one mediator and the two mediators shall select a third mediator, whereupon mediation shall proceed with three mediators. If an agreed mediation settlement is not reached, either party may file suit in either Duval County or Polk County.

L. Family Ministries shall undertake to include Baptist Home, as merged into Family Ministries, in the accreditation by the Counsel On Accreditation or other comparable accrediting organization.

M. The existing participation with the Family Services Coalition shall continue

subject to assessment of the pilot project.

N. The Northeast Florida service area will share in the Cooperative Program and Mothers Day offering along with all other Family Ministries locations and ministries.

3. There shall be a change in the Articles of Incorporation and the By-Laws as to trustees as set forth in 2., F. above.

4. The effective date of this merger shall be the 1st day of January, 1999.

5. This Plan of Merger shall be approved as to Baptist Home by its members and as to Family Ministries by its Board of Trustees, who are comparable to a Board of Directors.

6. This Plan of Merger may be executed in any number of counter-parts, and such counter-parts shall constitute an original instrument and shall also be attached as Exhibit "A" to the Articles of Merger.

EXECUTED on behalf of the parties by their officers pursuant to the authorization of their respective members and Boards of Trustees on the 10th day of December, 1998.

Baptist Home for Children, Inc.

By: Ray C. Melton
Ray C. Melton, President

5
EXHIBIT A

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 18th day of December, 1998,
by RAY MELTON, on behalf of Baptist Home for Children, Inc., as President, who is
personally known to me or who has produced _____ as identification.

Joan V Martin

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Commission Number: _____
My Commission Expires: _____
 Joan V Martin
My Commission CC647395
Expires June 25 2001

Florida Baptist Family Ministries, Inc.

By: Charles F. Hodges
Charles F. Hodges, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 15th day of December, 1998,
by Charles F. Hodges, on behalf of Florida Baptist Family Ministries, Inc., as President, who is
personally known to me or who has produced _____ as identification.

Joan V. Martin


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Commission Number: _____
My Commission Expires: _____
 Joan V Martin
My Commission CC647395
Expires June 26, 2001

EXHIBIT A