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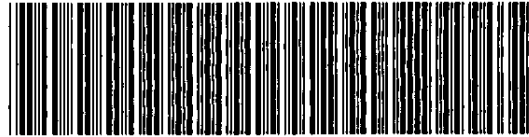
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FILED
11 SEP 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger
Lewis
9-21-11



September 15, 2011

Department of State
Division of Corporations - Amendment Section
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find attached the Articles of Merger of St. Mark United Methodist Church-Crestview, Inc. into The First United Methodist Church of Niceville, Florida, Inc. as well as a check in the amount of \$70 to cover the cost of filing: \$35 for each Corporation involved.

If you have any questions, please feel free to contact me.

Kind regards,

Greg McKinnon
Executive Pastor
NicevilleUMC

Enc Articles of Merger
 Check for Filing Fee

ARTICLES OF MERGER
OF
ST. MARK UNITED METHODIST CHURCH-CRESTVIEW, INC.
(A Florida Nonprofit Corporation)
INTO
THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.
(A Florida Nonprofit Corporation)

August 28, 2011

Hall & Runnels, P.A.
4399 Commons Dr East, Suite 300
Destin, FL 32541

**ARTICLES OF MERGER OF
ST. MARK UNITED METHODIST CHURCH-CRESTVIEW, INC. INTO
FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.**

Pursuant to Sections 617.1103 and 617.1105, Florida Statutes, The First United Methodist Church of Niceville, Florida, Inc., a Florida nonprofit corporation (the "Surviving Corporation"), hereby adopts the following Articles of Merger for the purpose of merging St. Mark United Methodist Church-Crestview, Inc. of Crestview, Florida, a Florida nonprofit corporation (the "Merged Corporation"), into the Surviving Corporation.

ARTICLE I.

The Plan of Merger attached as Exhibit A (the "Plan") was approved by the Board of Trustees of the Surviving Corporation, the Board of Trustees of the Merged Corporation and the Superintendent of the Pensacola District of the United Methodist Church in the manner prescribed by The Book of Discipline of the United Methodist Church and in accordance with the Florida Nonprofit Corporation Act.

ARTICLE II.

The Merged Corporation and the Surviving Corporation have no members entitled to vote. These Articles were approved and authorized by the Merged Corporation by resolution adopted at the August 28, 2011 meeting of its Administrative Board, approved and authorized by the Surviving Corporation by resolution adopted at the August 14, 2011 meeting of its Administrative Board, and approved by the Superintendent of the Pensacola District of the United Methodist Church. Said resolutions also authorized the Chairman of the Board of Trustees of both the Merged Corporation and the Surviving Corporation to execute any and all documents and take any and all action deemed necessary or advisable to effectuate the Plan.

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11 SEP 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III.

The Articles of Incorporation of the Merged Corporation and of the Surviving Corporation are filed in with the Division of Corporations of the Office of the Secretary of State in Tallahassee, Florida. A copy of these Articles are maintained in the corporate offices of the Surviving Corporation.

Dated: August 28, 2011.

**ST. MARK UNITED METHODIST
CHURCH-CRESTVIEW, INC.**

By: Tony Burnett
Tony Burnett
Chairman – Board of Trustees

**THE FIRST UNITED METHODIST CHURCH OF
NICEVILLE, FLORIDA, INC.**

By: Brandon Huff
Brandon Huff
Chairman – Board of Trustees

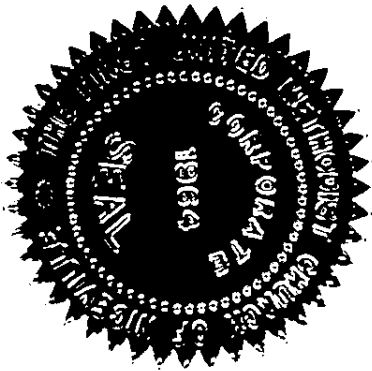
**VERIFICATION OF ARTICLES OF MERGER
BY CHAIRMAN OF BOARD OF TRUSTEES OF
THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.**

The undersigned, the duly authorized Chairman of the Board of Trustees of The First United Methodist Church of Niceville, Florida, Inc., verifies, on behalf of such nonprofit corporation and St. Mark United Methodist Church-Crestview, Inc., that the foregoing Articles of Merger were authorized and approved by the duly elected members of the governing boards of both nonprofit corporations in the manner prescribed in The Book of Discipline of the United Methodist Church and in accordance with the provisions of the Florida Nonprofit Corporation Act.

This Verification is signed and certified to under the corporate seal of The First United Methodist Church of Niceville, Florida, Inc., as of August 28, 2011.

**THE FIRST UNITED METHODIST
CHURCH OF NICEVILLE, FLORIDA, INC.**

(Corporate Seal)




By 
Brandon Huff
Chairman – Board of Trustees

EXHIBIT A

AGREEMENT AND PLAN OF MERGER MERGING ST. MARK UNITED METHODIST CHURCH OF CRESTVIEW, FLORIDA (a Florida nonprofit corporation) INTO THE FIRST UNITED CHURCH OF NICEVILLE, FLORIDA (a Florida nonprofit corporation)

This Agreement and Plan of Merger is entered into by and between The First United Methodist Church of Niceville, Florida, Inc., a Florida nonprofit corporation ("NUMC"), and St. Mark United Methodist Church-Crestview, Inc., a Florida nonprofit corporation ("St. Mark" and, with St. Mark the "Constituent Corporations").

Recitals

1. The governing boards of each of the Constituent Corporations have determined it is desirable and in the best interest of the Constituent Corporations that St. Mark be merged into NUMC with NUMC being the surviving corporation.

2. For the reasons set forth above, and in consideration of the mutual covenants and promises of this Agreement, the Constituent Corporations hereby agree, pursuant to Section 617.1103, Florida Statutes, that St. Mark shall be merged into NUMC as a single corporation and that the terms and conditions of such merger and the method or plan of carrying it into effect are as follows:

ARTICLE I

DESIGNATION OF SURVIVING CORPORATION

The corporate existence of St. Mark shall cease and the corporate existence of NUMC shall continue under the name "The First United Methodist Church of Niceville, Florida, Inc." and NUMC shall become subject to all of the debts and liabilities of St. Mark in the same manner as if NUMC had itself incurred them.

ARTICLE II
PRINCIPAL OFFICE

The principal office of NUMC shall remain the principal office of the Constituent Corporations following the merger.

ARTICLE III
TERMS AND CONDITIONS OF MERGER

The merger will be consummated upon (a) this Agreement having been approved by the governing boards of both of the Constituent Corporations and the Superintendent of the Pensacola District of the United Methodist Church in the manner prescribed in The Book of Discipline of the United Methodist Church, and (b) Articles of Merger of both of the Constituent Corporations having been filed in accordance with Florida law. The merger will be consummated in accordance with the terms set forth in this Agreement.

ARTICLE IV
CHANGES TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION

The Articles of Incorporation of NUMC shall, on the effective date of the merger, remain the same and in effect and continue unchanged by the merger.

ARTICLE V
OFFICERS AND DIRECTORS

The persons who constitute the members of the governing boards of NUMC on the effective date of the merger shall remain the same and continue unchanged by the merger.

ARTICLE VI
NO EXTRAORDINARY TRANSACTION

Neither St. Mark nor NUMC shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

ARTICLE VII

SUBMISSION TO GOVERNING BOARDS; EFFECTIVE DATE

This Agreement shall be submitted to the governing boards of St. Mark and NUMC in the manner prescribed in The Book of Discipline of the United Methodist Church and the Section 617.1103, Florida Statutes. If the governing boards of St. Mark and NUMC adopt this Agreement and such adoption shall be approved by the Superintendent of the Pensacola District of the United Methodist Church, this Agreement shall, subject to the provisions of Article VIII, take effect as this Agreement of Merger of St. Mark and NUMC as is provided by law.

ARTICLE VIII

REVOCATION OF PLAN

Anything to the contrary herein notwithstanding, if the governing boards of St. Mark and NUMC should determine, that for any legal, financial, economic or business reason deemed sufficient by either, it is not in the interest of the corporation which such board represents or it is otherwise inadvisable or impracticable to consummate the merger, the governing board of that corporation may abandon the merger by directing the Chairman of the Board of Trustees of that corporation to refrain from executing or filing the Articles of Merger and thereupon this Agreement shall be void and of no effect.

ARTICLE IX


EXECUTION

St. Mark and NUMC, by and through their respective duly authorized representatives, have executed this Agreement under their respective corporate seals effective as of

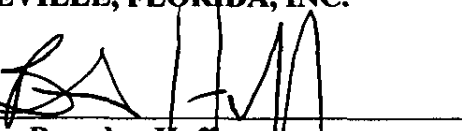
August 28, 2011.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

**ST. MARK UNITED METHODIST
CHURCH-CRESTVIEW, INC.**

By: 
Tony Burnett
Chairman – Board of Trustees

**THE FIRST UNITED METHODIST CHURCH OF
NICEVILLE, FLORIDA, INC.**

By: 
Brandon Huff
Chairman – Board of Trustees

APPROVED BY:

**SUPERINTENDENT OF THE PENSACOLA
DISTRICT OF THE UNITED METHODIST CHURCH**


Rev. Dr. Jeremy Pridgeon

**CERTIFICATE OF ADOPTION OF
AGREEMENT AND PLAN OF MERGER BY
CHAIRMAN OF BOARD OF TRUSTEES OF
ST. MARK UNITED METHODIST CHURCH-CRESTVIEW, INC**

The undersigned, the duly authorized Chairman of the Board of Trustees of St. Mark United Methodist Church-Crestview, Inc, certifies on behalf of such corporation that the foregoing Agreement and Plan of Merger was unanimously approved and adopted by its Board of Trustees and Administrative Board in the manner prescribed in The Book of Discipline of the United Methodist Church and in accordance with the provisions of the Florida Nonprofit Corporation Act and approved by the Superintendent of the Pensacola District of the United Methodist Church.

This Certificate is signed and certified to under the corporate seal of St. Mark United Methodist Church-Crestview, Inc, as of August 28, 2011.

**ST. MARK UNITED METHODIST
CHURCH-CRESTVIEW, INC.**

(Corporate Seal)



By: Tony Burnett
Tony Burnett
Chairman – Board of Trustees

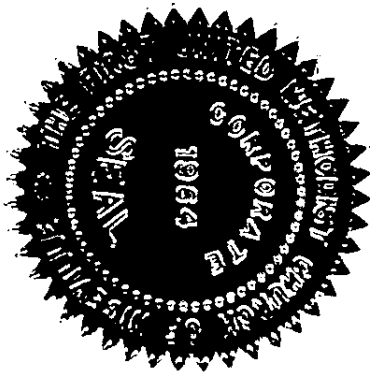
**CERTIFICATE OF ADOPTION OF
AGREEMENT AND PLAN OF MERGER BY
CHAIRMAN OF BOARD OF TRUSTEES OF
THE FIRST UNITED METHODIST CHURCH OF NICEVILLE, FLORIDA, INC.**

The undersigned, the duly authorized Chairman of the Board of Trustees of The First United Methodist Church Of Niceville, Florida, Inc., certifies on behalf of that corporation that the foregoing Agreement and Plan of Merger was unanimously approved and adopted by the Church Conference in the manner prescribed in The Book of Discipline of the United Methodist Church and in accordance with the provisions of the Florida Nonprofit Corporation Act and approved by the Superintendent of the Pensacola District of the United Methodist Church.

This Certificate is signed and certified to under the corporate seal of The First United Methodist Church Of Niceville, Florida, Inc. as of August 28, 2011.

**THE FIRST UNITED METHODIST CHURCH OF
NICEVILLE, FLORIDA, INC.**

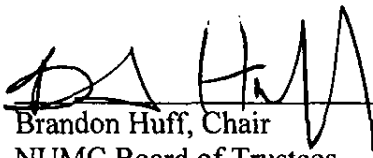
(Corporate Seal)



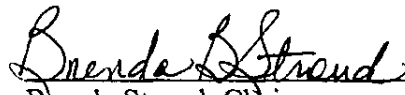
By: _____

Brandon Huff

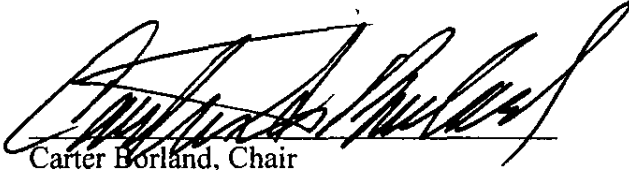
Chairman – Board of Trustees



Brandon Huff, Chair
NUMC Board of Trustees



Brenda Stroud, Chair
St. Mark Administrative Board



Carter Borland, Chair
NUMC Administrative Board



Tony Burnett, Chair
St Mark Board of Trustees