709259

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 268273 5801B

AUTHORIZATION :

COST LIMIT : $ PPD

97 FEB 21

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ORDER DATE : February 21, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 268273-005

CUSTOMER NO: 5801B

CUSTOMER: Ms. Mary V. Snell
Pavese Garner Haverfield
P. O. Box 88

Cape Coral, FL 33910

600002094466--0
-02/21/97--01081--023
*****87.50 *****87.50

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-02/21/97--01081--024
*****35.00 *****35.00

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ARTICLES OF MERGER

ESTERO CHURCH OF CHRIST, INC.

INTO

MCGREGOR BOULEVARD CHURCH OF CHRIST, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY
______ PLAIN STAMPED COPY

N. HENDRICKS FEB 24 1997

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: ________

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESTERO CHURCH OF CHRIST, INC., A FLORIDA CORPORATION, 755618.

INTO

**MCGREGOR BOULEVARD CHURCH OF CHRIST, INC.**, a Florida corporation, 709259

File date: February 21, 1997

Corporate Specialist: Nancy Hendricks

97 FEB 21 FILED

ARTICLES OF MERGER OF
McGREGOR BOULEVARD CHURCH OF CHRIST, INC.,
a Florida Not for Profit Corporation
and
ESTERO CHURCH OF CHRIST, INC.,
a Florida Not for Profit Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Not for Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are McGREGOR BOULEVARD CHURCH OF CHRIST, INC. and ESTERO CHURCH OF CHRIST, INC.. McGREGOR BOULEVARD CHURCH OF CHRIST, INC. is the surviving corporation.

2. On the 11th day of February, 1997, the plan of merger was approved by the Board of Elders and Board of Trustees of the undersigned corporations in the manner prescribed by the Florida Not for Profit Corporation Act (see attached Exhibits A, B & C).

3. As to McGREGOR BOULEVARD CHURCH OF CHRIST, INC., the members of the corporation are not entitled to vote on a plan of merger, the plan was adopted by the Board of Elders on the 11th day of February, 1997, there are currently five (5) Elders in office and the plan was approved by a majority vote of the Board of Elders, 5 voted for the merger and 0 voted against the merger.

4. As to ESTERO CHURCH OF CHRIST, INC., the members of the corporation are not entitled to vote on a plan of merger, the plan was adopted by the Board of Trustees on the 10 day of Feb., 1997, there are currently three (3) Trustees in office and the plan was approved by a majority vote of the Board of Trustees, 3 voted for the merger and 0 voted against the merger.

5. The effective date of the merger shall be the date upon which these Articles of Merger are filed with the Department of State, the State of Florida.

Dated this 11th day of February, 1997.

Attest:

By: Billy J. Lee
Its Secretary

McGREGOR BOULEVARD CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation

By: R. D. Lowe
BOB LOWE, its Chairman

Attest:

ESTERO CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation

By: Audrey Brooks
Its Secretary

By: Earl R. Brooks
EARL R. BROOKS, Its President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 11th day of February, 1997, by BOB LOWE, Chairman of McGregor Boulevard Church of Christ, Inc., a Florida Not for Profit Corporation, who is personally known to me or who has produced (Known) as identification and who did not take an oath.

(Notary Seal)

DIANNE SIMMONS
MY COMMISSION # CC 290627
EXPIRES May 31 1997
Bonded Thru Notary Public Underwriters

Dianne Simmons
Signature of Notary Public

Dianne Simmons
(Print, type or stamp commissioned name of Notary Public)

Commission No. cc-290627

STATE OF FLORIDA
COUNTY OF LEE .

The foregoing instrument was acknowledged before me this 11 day of Feb, 1997, by EARL R. BROOKS, President of Estero Church of Christ, Inc., a Florida Not for Profit Corporation, who is personally known to me or who has produced Drivers License as identification and who did not take an oath.

(Notary Seal)

KEVIN JOHNSON
MY COMMISSION # CC 606716
EXPIRES: December 10, 2000
Bonded Thru Notary Public Underwriters

Kevin Johnson
Signature of Notary Public

Kevin Johnson
(Print, type or stamp commissioned name of Notary Public)

Commission No.: ______________

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Exhibit A

# AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as the 11th day of February, 1997, by and between McGREGOR BOULEVARD CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation and ESTERO CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation, said corporations being herein sometimes referred to as "the Corporations".

McGREGOR BOULEVARD CHURCH OF CHRIST, INC. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on July 7, 1965. ESTERO CHURCH OF CHRIST, INC. is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on December 19, 1980. Both Florida corporations were organized under their present names and such names have never been changed.

The affairs of McGREGOR BOULEVARD CHURCH OF CHRIST, INC. are conducted by a Board of Elders, currently consisting of five (5) members who are elected by the members in good standing of the church. The affairs of ESTERO CHURCH OF CHRIST, INC. are conducted by a Board of Trustees currently consisting of three (3) members. The members of the church consist of the then acting Trustees.

The principal office in the State of Florida of McGREGOR BOULEVARD CHURCH OF CHRIST, INC. is located at 3825 McGregor Blvd., Fort Myers, Florida, 33901 and BOB LOWE is the Registered Agent thereof upon whom process may be served. The registered office in the State of Florida of ESTERO CHURCH OF CHRIST, INC. is located at 20810 Highlands, Estero, Florida, 33928 and EARL R. BROOKS is the Registered Agent thereof upon whom process may be served.

The Board of Elders of the McGREGOR BOULEVARD CHURCH OF CHRIST, INC. and the Board of Trustees of ESTERO CHURCH OF CHRIST, INC. deem it to the benefit and advantage of each of said corporations and their respective members that said corporations merge under and pursuant to the provisions of Sections 617.1101 thru 617.1106 of the Florida Not for Profit Corporation Act and the Board of each of the corporations, by resolution duly adopted have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement") and a majority of the Board of each has duly authorized the execution of the same and each of said Boards has adopted such plan at a meeting of its Board by a majority vote of the Board currently in office.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that the corporations shall be merged with and into McGREGOR BOULEVARD CHURCH OF CHRIST, INC. and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

## ARTICLE I

Except as herein specifically set forth, the corporate existence of McGREGOR BOULEVARD CHURCH OF CHRIST, INC., with all its purposes, powers and objects shall continue in effect and unimpaired by the merger; and the corporate identify and existence, with all the purposes, powers and objects of ESTERO CHURCH OF CHRIST, INC. shall be merged into McGREGOR BOULEVARD CHURCH OF CHRIST, INC. and McGREGOR BOULEVARD CHURCH OF CHRIST, INC., as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of ESTERO CHURCH OF CHRIST, INC. shall cease as soon as the merger shall become effective as herein provided and thereupon ESTERO CHURCH OF CHRIST, INC. and McGREGOR BOULEVARD CHURCH OF CHRIST, INC. shall be a single corporation, to wit, McGREGOR BOULEVARD CHURCH OF CHRIST, INC., (hereinafter sometimes referred to as the "surviving corporation"). This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the Boards of the corporations as provided in Article VIII hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Not for Profit Corporation Act, the Agreement shall be filed in the office of the Secretary of State of Florida.

The merger shall become effective when the necessary filing shall have been accomplished. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

## ARTICLE II

Upon the effective date of the merger, the Articles of Incorporation of McGREGOR BOULEVARD CHURCH OF CHRIST, INC. shall be the Articles of Incorporation of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, said Articles of Incorporation and the Bylaws. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

## ARTICLE III

Upon the effective date of the merger, the Bylaws of the McGREGOR BOULEVARD CHURCH OF CHRIST, INC. shall be the Bylaws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said Bylaws.

ARTICLE IV

Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the corporations and all of the property, real and personal, including causes of action, and every other asset of each of the corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the corporations. No liability of obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either corporation.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the corporations or otherwise to carry out the provisions thereof, the proper officers and Elders or Trustees of the corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

ARTICLE V

Upon the effective date of the merger, each member of ESTERO CHURCH OF CHRIST, INC. shall become a member of the surviving corporation. Each such member shall be entitled to precisely the same rights he or she would enjoy if he or she were originally a member of the surviving corporation.

ARTICLE VI

The officers and Board of Elders of McGREGOR BOULEVARD CHURCH OF CHRIST, INC. at the effective date of the merger shall serve as the officers and Board of Elders of the surviving corporation, until their successors shall have been elected and qualified, or as otherwise provided in the Bylaws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Elders of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the surviving corporation.

## ARTICLE VII

All corporate acts, plans, policies, approvals, and authorizations of ESTERO CHURCH OF CHRIST, INC., its members, Board of Trustees, committees elected or appointed by the Board of Trustees, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on ESTERO CHURCH OF CHRIST, INC. Such merger shall not in itself effect any other change in such plans, options, or rights.

## ARTICLE VIII

This Agreement of Merger shall be submitted to the Boards of each of the corporations as provided by Section 617.1103 of the Florida Not for Profit Corporation Act. There shall be required for the adoption of this Agreement by (i) ESTERO CHURCH OF CHRIST, INC. - the affirmative vote of at least a majority of the Board of Trustees currently in office and by (ii) McGREGOR BOULEVARD CHURCH OF CHRIST, INC. - the affirmative vote of at least a majority of the Board of Elders currently in office. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of the corporations to be necessary to effect such merger.

## ARTICLE IX

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Trustees of ESTERO CHURCH OF CHRIST, INC. and the Board of Elders of McGREGOR BOULEVARD CHURCH OF CHRIST, INC. prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article IX, this Agreement shall become void and of no further effect without any liability on the part of either of the corporations or their members or the Boards or officers in respect thereof.

## ARTICLE X

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board has caused these presents to be executed on its behalf by its respective Chairman or President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

Attest:

By: Billy C. Lowe
Its Secretary

McGREGOR BOULEVARD CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation

By: Bob Lowe
BOB LOWE, its Chairman

Attest:

By: Audrey Brooks
Its Secretary

ESTERO CHURCH OF CHRIST, INC., a Florida Not for Profit Corporation

By: Earl R. Brooks
EARL R. BROOKS, Its President

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EXHIBIT B

# RESOLUTION OF THE BOARD OF ELDERS
# OF
# McGREGOR BOULEVARD CHURCH OF CHRIST, INC.

WHEREAS, there has been presented to and discussed at this meeting of the Board of Elders of McGREGOR BOULEVARD CHURCH OF CHRIST, INC., a proposed plan providing for the merger of the corporation with ESTERO CHURCH OF CHRIST, INC., a Florida Not for Profit corporation, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with ESTERO CHURCH OF CHRIST, INC., and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 11th day of February, 1997.

BOARD OF ELDERS:

Gene Betts

[illegible]

[illegible]

[illegible]

[illegible]

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EXHIBIT C

# RESOLUTION OF THE BOARD OF TRUSTEES
# OF
# ESTERO CHURCH OF CHRIST, INC.

WHEREAS, there has been presented to and discussed at this meeting of the Board of Trustees of ESTERO CHURCH OF CHRIST, INC., a proposed plan providing for the merger of the corporation with McGREGOR BOULEVARD CHURCH OF CHRIST, INC., a Florida Not for Profit corporation, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with McGREGOR BOULEVARD CHURCH OF CHRIST, INC., and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 10 day of Feb, 1997.

BOARD OF TRUSTEES:

Earl R. Brooks

H [illegible]

Paul O. Brooks

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