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**MERGER OR SHARE EXCHANGE**  
**First Baptist Church, Jacksonville Beach, Florida**

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**ARTICLES OF MERGER  
Of  
ONE CHURCH AT ATLANTIC BEACH, INC.**

**With and Into**

**FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA**

Pursuant to Section 617.1105, Florida Statutes, **ONE CHURCH AT ATLANTIC BEACH, INC.**, a Florida not-for-profit corporation (the "Merged Company"), and **FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA** a Florida not-for-profit corporation (the "Surviving Entity"), submit these Articles of Merger (the "Articles"):

1. **Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Plan") of the Merged Company and the Surviving Corporation is attached to these Articles as Exhibit A and is specifically incorporated into these Articles by this reference.

2. **Effective Date.** The effective date of the merger shall be July 1, 2021.

3. **Approval of Merger.** The Board of Trustees and membership of the Merged Company approved the Plan as of June 10, 2021 and June 17, 2021, respectively, in accordance with Florida Statutes 617.1101- 617.1106. The membership vote on the Plan was approved by a majority of the members present at the meeting, which is sufficient to approve the Plan. The Board of Trustees and membership of the Surviving Entity approved the Plan as of June 13, 2021 and June 30, 2021, respectively, in accordance with Florida Statutes Section 617.1101-617.1106. The membership vote was approved by a majority of the members present at the meeting, which is sufficient to approve the Plan.

4. **Amended and Restated Articles of Incorporation.** The Surviving Entity exists before the merger and is a domestic filing entity. A copy of the Amended and Restated Articles of Incorporation of the Surviving Entity is attached to these Articles as Exhibit B and is specifically incorporated into these Articles by this reference.

**IN WITNESS WHEREOF**, the Merged Corporation and the Surviving Entity have executed these Articles of Merger as of July 1, 2021.

**FIRST BAPTIST CHURCH, JACKSONVILLE BEACH,  
FLORIDA**

By: 

**ONE CHURCH AT ATLANTIC BEACH, INC.**

By: 

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## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

**Of**

**ONE CHURCH AT ATLANTIC BEACH, INC.**  
(a Florida not-for-profit company)

**With and into**

**FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA**  
(a Florida not for profit company)

**THIS AGREEMENT AND PLAN OF MERGER** is made and entered into as of July 1, 2021, between **ONE CHURCH AT ATLANTIC BEACH, INC.** a Florida not-for-profit corporation and **FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA**, a Florida not for profit corporation (collectively, the "Constituent Entities.")

#### **WITNESSETH:**

**WHEREAS, ONE CHURCH AT ATLANTIC BEACH, INC.** (the "Merged Entity") is a not-for-profit corporation organized and existing under the laws of the State of Florida, having been formed on February 21, 2020.

**WHEREAS, FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA** (the "Surviving Corporation") is a not for profit corporation organized and existing under the laws of the State of Florida, having been formed on August 14, 1940 and its Articles of Incorporation were amended on May 11, 1966;

**WHEREAS, the Board of Trustees of the Merged Entity and the members of the Merged Entity and the Board of Trustees of the Surviving Corporation and the members of the Surviving Corporation have deemed it advisable to merge the Merged Company with and into the Surviving Corporation (the "Merger") and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;**

**NOW, THEREFORE,** in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of specifying the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Merged Company and the Surviving Corporation do hereby agree, subject to the terms and conditions set forth in this Agreement, as follows:

#### **ARTICLE I**

The Merger shall become effective on the Effective Date, as defined in Article VII below, at which time the separate existence of the Merged Company shall cease and the Surviving

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Corporation shall be merged, pursuant to Florida law, with and into the Surviving Corporation, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

## **ARTICLE II**

The Surviving Entity shall be governed by the laws of the State of Florida.

## **ARTICLE III**

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the Merged Company interests in the Merged Company shall cease to be outstanding and shall be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.
2. The members of the Merged Company shall become members of the Surviving Entity upon the filing of the Articles of Merger.

## **ARTICLE IV**

On the Effective Date, the separate existence of the Merged Company shall cease, and the Surviving Entity shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Merged Corporation, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all debts, liabilities and obligations of the Merged Company, if any, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the Merger.

## **ARTICLE V**

The current officers and Trustees of the Surviving Entity shall continue to be the officers and Trustees of the Surviving Entity until such time as the full unexpired terms of their office run or otherwise as provided in the Surviving Entity's bylaws provide.

## **ARTICLE VI**

Prior to and from and after the Effective Date, the Constituent Entities shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective governing bodies at any time prior to the Effective Date.

## **ARTICLE VII**

The effective date of the Merger shall be July 1, 2021 (the "Effective Date").

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### ARTICLE VIII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

### ARTICLE IX

The Articles of Incorporation of the Surviving Corporation shall be amended and restated including changing the name from **FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA** to **One Church Jacksonville Beach, Inc.** The Amended and Restated Articles of Incorporation are attached hereto as Exhibit A.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the date first above written.

**FIRST BAPTIST CHURCH, JACKSONVILLE  
BEACH, FLORIDA**

By: 

**ONE CHURCH AT ATLANTIC BEACH, INC.**

By: 

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## **EXHIBIT B**

### **ARTICLES OF AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF FIRST BAPTIST CHURCH, JACKSONVILLE BEACH, FLORIDA (Florida Not-For-Profit)**

A. The name of the corporation is First Baptist Church, Jacksonville Beach, Florida. (the "Corporation").

B. The Articles of Incorporation were first filed with the Duval County Court on May 11, 1940 and were amended and restated with the Florida Secretary of State on December 11, 1966 and assigned Document Number 710882.

C. The Board of Trustees and the members approved the following Amended and Restated Articles of Articles of Incorporation of the Corporation on June 13, 2021 and June 30, 2021, respectively, pursuant to the provisions of §§ 617.1002 and 617.1007, Florida Statutes, in order to (i) change the name of the Corporation to "One Church Jacksonville Beach, Inc.", (ii) update and simplify the provisions of the Articles of Incorporation of the Corporation, and (iii) amend and restate the Articles of Incorporation of the Corporation in their entirety to read as set forth below:

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ONE CHURCH JACKSONVILLE BEACH, INC.**

#### **ARTICLE I: NAME**

The name of the Corporation shall be One Church Jacksonville Beach, Inc. (hereinafter referred to in these Articles of Incorporation as the "Corporation").

#### **ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address and the mailing address of the Corporation's principal office are 324 N. 5<sup>th</sup> Street, Jacksonville, Beach, Florida 32250.

#### **ARTICLE III PURPOSES**

The Corporation is organized and at all times thereafter is operated, exclusively for religious, educational, charitable and other similar purposes, for expression of the Christian faith.

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#### **ARTICLE IV**

##### **MEMBERS**

The qualifications for members of this Corporation and the manner of their admission, termination and standing, shall be as provided in the bylaws. The initial members shall be the members of First Baptist Jacksonville Beach, Inc. at the time of the filing of these Amended and Restated Articles of Incorporation. The members shall not be personally liable for the debts, expenses or other obligations of the Corporation, however created.

#### **ARTICLE V**

##### **REGISTERED AGENT AND OFFICE**

The name of the Corporation's registered agent in Florida as of the date of these Articles of Incorporation shall be First Baptist Jacksonville Beach, Inc. The street address of the Corporation's registered office in Florida and the address of the registered agent are 324 N. 5<sup>th</sup> Street, Jacksonville Beach, 32250.

#### **ARTICLE VI**

##### **TRUSTEES AND MANNER OF ELECTION OF TRUSTEES AND OFFICERS**

The Corporation shall be managed by or under the direction of a Board of Trustees. To the extent not provided for in these Articles of Incorporation, the qualification, duties, term of office, and manner of election of the Board of Trustees shall be fixed, determined and subject to the bylaws of the Corporation. The Board of Trustees shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of trustees shall be as stated in the Bylaws of this Corporation.

The officers of the Corporation shall be elected in the manner set forth in the bylaws. The members of the Board of Trustees shall be elected to serve until their successors have been duly elected and qualified.

#### **ARTICLE VII**

##### **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations selected by the Board of Trustees organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any corresponding provision of any subsequent federal tax law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine. No part of the Corporation's assets shall inure to or be distributed for the benefit of any private shareholder or individual; provided however, that the preceding provision shall not prevent the Corporation from paying reasonable and ordinary and

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necessary expenses of employees, ministers, officers and agents.

**ARTICLE VIII**  
**AMENDMENTS**

The Board of Trustees may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

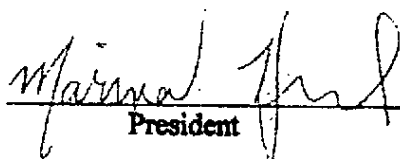
**ARTICLE IX**  
**INDEMNIFICATION**

Trustees and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

**ARTICLE X**  
**BYLAWS**

The bylaws of this Corporation shall be adopted by the Board of Trustees and members and shall be thereafter effective. Amendments to the bylaws shall be made in the manner provided in such bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of July 1, 2021.

  
\_\_\_\_\_  
President

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