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MERGER OR SHARE EXCHANGE

THE FLORIDA UNITED METHODIST FOUNDATION, INC.

Certificate of Status	0
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Merger
1/2/03 (5)

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FLORIDA UNITED METHODIST DEVELOPMENT FUND, INC., a Florida
corporation, document number 736113

INTO

THE FLORIDA UNITED METHODIST FOUNDATION, INC., a Florida entity,
711227

File date: January 2, 2003

Corporate Specialist: Karen Gibson

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Articles of Merger
of
The Florida United Methodist Development Fund, Inc.
and
The Florida United Methodist Foundation, Inc.

The Florida United Methodist Development Fund, Inc., a Florida not-for-profit corporation, and The Florida United Methodist Foundation, Inc., a Florida not-for-profit corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §617.1101 of the Florida Statutes, hereby certify as follows:

ARTICLE I

PLAN OF MERGER

A plan of merger has been approved by the members of each of the Constituent Corporations. A copy of the Plan of Merger, dated May 30, 2002, setting forth the terms of the merger, is attached hereto as Exhibit A.

ARTICLE III

EFFECTIVE DATE

The effective date of the merger shall be the date these Articles of Merger shall be filed with the Florida Department of State.

ARTICLE II

APPROVAL

The merger has been duly approved and adopted in accordance with the provisions of the Florida Statutes by a majority of the members of each of the Constituent Corporations entitled to vote thereon. The Florida United Methodist Development Fund, Inc. approved the merger at its annual corporate meeting held on May 6, 2002, and The Florida United Methodist Foundation, Inc. approved the merger at its annual meeting of its members held on May 30, 2002, a majority of all such members entitled to vote thereon having approved such action pursuant to a regular meeting properly convened, manifesting their intentions that the merger be approved and adopted, and the number of votes cast for the amendment by the members of each of the Constituent Corporations was sufficient for approval.

In witness whereof, the undersigned has executed these Articles of Merger on December 31, 2002.

The Florida United Methodist Development Fund, Inc.

By: Pamela W. Hicks
Name: PAMELA W. HICKS
Title: TREASURER

The Florida United Methodist Foundation, Inc.

By: Pamela W. Hicks
Name: PAMELA W. HICKS
Title: TREASURER

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Exhibit A

PLAN OF MERGER

This Plan of Merger ("Agreement"), effective as of May 30th, 2002, by and between The Florida United Methodist Foundation, Inc. (the "Foundation"), a Florida not-for-profit corporation; and The Florida United Methodist Development Fund, Inc., a Florida not-for-profit corporation (the "Fund").

BACKGROUND INFORMATION

The members of each of the Foundation and Fund, by affirmative vote of a majority of the members of each such entity furnished at a meeting properly noticed and convened to consider and act upon such issue, have determined that it is advisable and to the advantage of each such corporation that the Fund be merged with and into the Foundation, at the conclusion of which the Foundation shall remain as the surviving or resulting entity and the corporate existence of the Fund shall terminate and expire. In furtherance thereof, the members of the Foundation and Fund have approved and adopted the terms of this Agreement and have recommended the adoption of this Plan of Merger and its underlying transactions. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, the Fund and the Foundation hereby agree to effect a statutory merger of the Fund and the Foundation (collectively the "Constituent Corporations") as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of Florida Statutes Section 617.1101, at the Effective Date (as defined below), the Fund, a Florida not-for-profit corporation, shall be merged with and into the Foundation, a Florida not-for-profit corporation (the "Merger") and the Foundation shall constitute the surviving and resulting corporation of such Merger (the Foundation being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of the Fund shall cease and the Foundation shall continue its corporate existence pursuant to the laws of Florida.
2. Effective Date. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. Articles of Incorporation. The Articles of Incorporation of the Foundation, as in effect immediately prior to the Effective Date, shall continue without change and shall continue to be the articles of incorporation of the Surviving Corporation.
4. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of the Constituent Corporations, including leases of personal and real property. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all securities, deposits, mortgages, investment funds, real estate or any other assets vested in either of the Constituent Corporations or in any leases of real property shall not revert or in any way be impaired by reason of the Merger.
5. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Foundation without further act or deed, and the Foundation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date. Following the merger, the Foundation shall be responsible for all liabilities and obligations of the Fund without further deed or action by the Foundation. Any claim existing or action or proceeding

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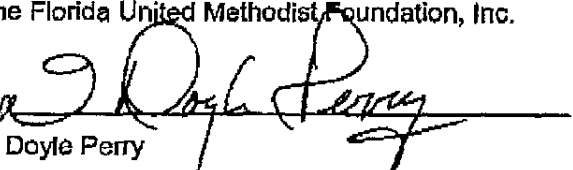
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pending against the Fund may be continued as if the merger did not occur and the Foundation shall be substituted for the Fund with respect to any such claim against the Fund. Neither the rights or claims of any creditor nor any lien upon the assets of the Fund shall be impaired by the Merger.

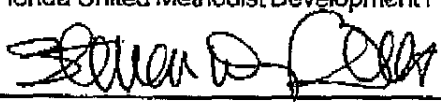
6. Directors and Officers. The directors and officers of the Foundation immediately prior to the merger shall continue to be the directors and officers of the Foundation immediately following the Merger.
7. Members. The members of the Foundation immediately prior to the Merger shall continue to be members of the Foundation under its articles and bylaws. The members of the Fund immediately prior to the Merger shall not continue to serve as members of the Foundation, but shall continue to serve as members of the Board of Directors of the Foundation.
8. Abandonment. Notwithstanding anything in this Plan of Merger to the contrary, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Foundation or the Board of Directors of the Fund or at any time prior to the filing of the Articles of Merger.
9. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In Witness Whereof, the Fund and the Foundation have caused this Agreement to be executed by their respective officers, duly authorized as of the date first written above.

The Florida United Methodist Foundation, Inc.

By: 
T. Doyle Perry
Chairman

The Florida United Methodist Development Fund, Inc.

By: 
Steven D. Beres
Chairman