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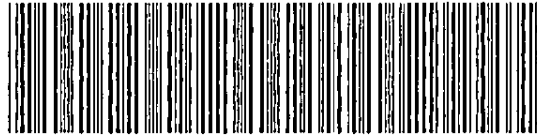
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MERGER

1. **PALMA CEIA UNITED METHODIST CHURCH, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**ARTICLES OF MERGER
BETWEEN
PALMA CEIA UNITED METHODIST CHURCH, INC.
AND
PORT TAMPA UNITED METHODIST CHURCH, INC.**

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These Articles of Merger are executed as of June 24, 2020, by **Palma Ceia United Methodist Church, Inc.** ("**PCUMC**"), a Florida corporation not for profit and a local United Methodist church in Tampa, Florida, and **Port Tampa United Methodist Church, Inc.** ("**Port Tampa UMC**"), a Florida corporation not for profit and a local United Methodist church in Tampa, Florida, pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes* (the "**Florida Act**") to effectuate the merger of Port Tampa UMC with and into PCUMC (the "**Merger**").

**ARTICLE I
PLAN OF MERGER**

Port Tampa UMC shall merge with and into PCUMC pursuant to the following plan of merger (the "**Plan of Merger**"):

1.1 Parties to Merger. The parties to the Plan of Merger are PCUMC, which will be the surviving church and corporation, and Port Tampa UMC, which will be the church and corporation to be combined with PCUMC pursuant to the merger.

1.2 The Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Act, at the effective time of the Merger specified in **Article II** (the "**Effective Time**"), Port Tampa UMC will be merged with and into PCUMC. Following the Merger, PCUMC will continue as the surviving church and corporation (the "**Surviving Corporation**"), and Port Tampa UMC will cease to exist as a separate corporation and will be discontinued as a United Methodist church. Promptly after these Articles of Merger are executed by PCUMC and Port Tampa UMC, PCUMC shall deliver the executed Articles of Merger to the Florida Department of State (the "**Department**") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3 Effect of Merger. The Merger will have the legal effect specified in Section 617.1106 of the Florida Act. In addition, as a result of the Merger, all the assets and liabilities of Port Tampa UMC at the Effective Time will become the property and liabilities of the Surviving Corporation. The Merger is intended to qualify for United States federal income tax purposes as a tax-free reorganization and transfer of property among corporations not for profit that are exempt from federal income taxation.

1.4 Governing Documents. The Bylaws and Articles of Incorporation of PCUMC that are in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation, until they are subsequently amended in accordance with their terms and the Florida Act.

1.5 Directors and Officers. The officers and trustees of PCUMC who are in office at the Effective Time will continue to be the officers and trustees of the Surviving Corporation, until their respective successors are duly elected, appointed, and qualified in accordance with the Florida Act and the Bylaws and Articles of Incorporation of PCUMC or until their earlier death, resignation, or removal from office.

1.6 Transfer of Memberships. At the Effective Time, all the memberships of Port Tampa UMC will be transferred to PCUMC. Notwithstanding the foregoing, a member or former member of Port Tampa UMC may transfer her or his membership to any other United Methodist church at any time before or after the Effective Time.

1.7 Amendment or Abandonment. PCUMC and Port Tampa UMC may amend or abandon and terminate the Plan of Merger at any time before the Articles of Merger are filed with the Department with the approval of their respective Boards of Trustees and without any notice to, or action by, their respective members.

**ARTICLE II
EFFECTIVE TIME OF MERGER**

The Merger will become effective as of 12:01 a.m., Tampa, Florida time, on July 1, 2020, after these Articles of Merger have been duly executed by PCUMC and Port Tampa UMC and filed by the Department in accordance with the Florida Act.

**ARTICLE III
DATE OF ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved by the Board of Trustees of Port Tampa UMC on May 26, 2020, and adopted by the members of Port Tampa UMC at a meeting of its Church Conference that was held on May 26, 2020. The number of the votes cast by the members of Port Tampa UMC for the Merger was sufficient for approval, and the vote for the Plan of Merger was as follows: 16 FOR and -0- AGAINST. The Plan of Merger was approved by the Board of Trustees of PCUMC by written consent effective as of June 9, 2020, and adopted by the members of PCUMC at a meeting of its Church Conference that was held on June 23, 2020. The votes cast by the members of PCUMC in favor of the Merger were sufficient for approval, and the vote for the Plan of Merger was as follows: 34 FOR -0- AGAINST.

IN WITNESS WHEREOF, PCUMC and Port Tampa UMC have executed these Articles of Merger as of the day and year first written above.

PALMACEIA UNITED METHODIST CHURCH, INC.

By: 
Craig Chalmers, Chair of Board of Trustees

PORT TAMPA UNITED METHODIST CHURCH, INC.

By: 
Phillip Houston, Chair of Board of Trustees

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