

712713

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(City/State/Zip/Phone #)

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(Business Entity Name)

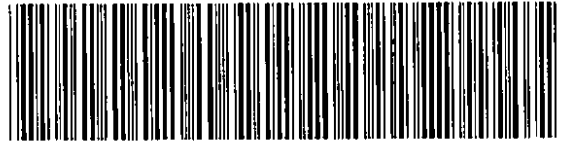
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ATTORNEYS & COUNSELORS
ESTABLISHED 1925

ROBERT E. ZIEGLER(1929-2018)
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ROMNEY C. ROGERS^{1,1}
MARK F. BOOTH
ROMNEY C. (CAM) ROGERS, JR^{1,2}
KAREN ARGUELLES

² RETIRED
^{1,2} ALSO ADMITTED TO GEORGIA BAR
^{1,2} LL.M. IN ESTATE PLANNING

September 12, 2024

VIA CERTIFIED MAIL TRK# 7022 2410 0003 0276 4899

Florida Department of State
Division of Corporations/Sunbiz
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing Documents with the Secretary of State

Dear Sir or Madam,

Enclosed, please find the following documents to be filed with the Secretary of State pursuant to Chapter 617 of the Florida Statutes:

1. Articles of Dissolution of First Baptist Church of Ft. Lauderdale Inc.;
2. Plan of Distribution of Assets for First Baptist Church of Ft. Lauderdale Inc.; and
3. Check made payable to the Florida Secretary of State for the \$35 filing fee.

Please acknowledge receipt of these documents and provide confirmation to the undersigned. Additionally, kindly inform us if any further information is required for these filings. If not, please advise when the filings have been completed.

Very truly yours,

Romney C. Rogers

**Romney C. Rogers, Esq., Managing Partner
ROGERS, MORRIS & ZIEGLER, LLP**

RCR/vsh

Enc.

CC: Rita Haveland (via email: RitaH@rmzllp.com);

Steve Pound (via email: steve@rmzllp.com)

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**ARTICLES OF DISSOLUTION
OF
FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC.**

Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC., a Florida nonprofit corporation (the "Corporation"), hereby submits the following Articles of Dissolution.

**ARTICLE I
Name**

The name of the Corporation is: FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC.

**ARTICLE II
Document Number and Inception Date**

The document number of the Corporation is 712713 as assigned by the Secretary of State when the Church was founded in 1907, but incorporated, pursuant to Florida Not for Profit Statutes, on May 9, 1967.

**ARTICLE III
Adoption of a Resolution of Dissolution**

The Corporation has members, but it is governed pursuant to its Bylaws by a Board of Trustees who were elected by its members. On April 24, 2024, the Board of Trustees, Pursuant to Florida Statute 617.1403, are hereby waiving all requirements of formal notice of a meeting and are unanimously adopting this Resolution to Dissolve the Corporation and approve the Corporation's Plan of Distribution of Assets, and agree to authorize the President of the Corporation to execute all other documents concerning those matters having to do with the Dissolution of the Corporation. There are currently nine (9) Trustees, all of whose signatures appear below, unanimously approving these Articles of Dissolution. It is, therefore,

RESOLVED, all the above recitations are hereby ratified and approved;

RESOLVED, that the undersigned unanimously agree to authorize the immediate assumption and use of the name "FIRST BAPTIST CHURCH OF FT. LAUDERDALE" by CHURCH BY THE GLADES, INC., as an eligible entity, and per Florida Statute Section 617.1405, 617.01201 and 865.09, WITHOUT liabilities and obligations associated with the name.


RESOLVED, the undersigned unanimously agree to authorize the President/Officer to execute a Corporate Affidavit for Name Assumption, a copy of which is attached to this Unanimous Consent as Exhibit "A".

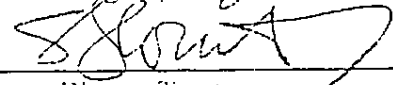
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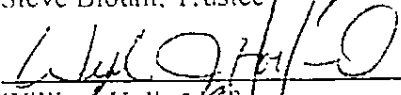
ARTICLE IV
Effective Date

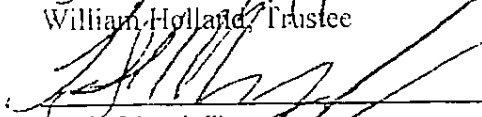
The effective date of the Dissolution shall be as set forth in the Plan of Distribution upon its filing with the Florida Department of State.

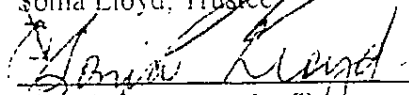
IN WITNESS WHEREOF, the undersigned Trustees have duly executed these Articles of Dissolution and Unanimous Consent as of April 24, 2024.

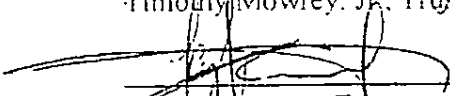

David Hughes, Trustee

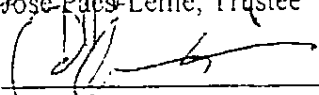

Steve Blount, Trustee

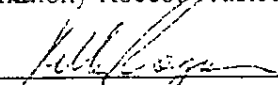

William Holland, Trustee

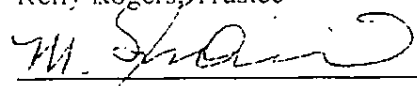

Sonia Lloyd, Trustee


Timothy Mowrey, Jr., Trustee


Jose Paez-Leme, Trustee


Anthony Rocco, Trustee


Kelly Rogers, Trustee


M. Scott Whiddon, Trustee

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FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC.

PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets is hereby described by FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC., a Florida not for profit corporation (the "Corporation"), to be effective as of April 24, 2024.

WHEREAS, it was determined by the Trustees of the Corporation, acting as the Board of Directors of the Corporation, that it would be in its best interest of the church corporation to dissolve as a Florida not for profit corporation in accordance with the laws of the State of Florida, after the members of the Corporation, at duly called Church meeting on October 1, 2023, voted unanimously to unify with Church by the Glades Inc., another Florida not for profit corporation, and;

WHEREAS, in connection with such dissolution and in accordance with the requirements of Section 617.1406 of the Florida Not For Profit Corporation Act, the Trustees of the Corporation, having the only authority under the Corporations Bylaws to act on a plan of Distribution, and having adopted Articles of Dissolution of April 24, 2024, hereby set forth a description of this Plan of Distribution of Assets.

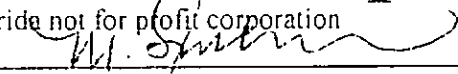
NOW, THEREFORE, in consideration of the premises above and intending to be legally bound hereby, the following is a description of and adopted as, the formal Plan of Distribution of Assets for the purpose of properly accounting for all the assets, liabilities and obligations of the Corporation.

1. All Real Property and Buildings under the ownership and control of the Corporation were conveyed to a newly formed not for profit corporation, First Baptist Church of Fort Lauderdale Campus Inc., on March 1, 2024.
2. All other assets of the Corporation consisting of equipment, furniture, fixtures, and all existing improvements were conveyed to Church by the Glades Inc. on December 31, 2023. The name First Baptist Church of Ft. Lauderdale was also conveyed, pursuant to Fl. Stat. Sec. 617.1405 (4).
3. No debts of the Corporation remain unpaid or uncounted for, except for those in the ordinary course of winding down the entity or where adequate provisions have been made to address a claim.
4. The Corporation has no assets held upon a condition requiring return, transfer, or conveyance by reason of the dissolution. However, any other asset held for charitable purposes, if any, upon its discovery, will be transferred to Church by the Glades Inc.
5. Pursuant to the Articles of Dissolution, which were duly adopted by unanimous consent of all the Trustees of the Corporation, on April 24, 2024, the officer signing below hereby certifies the Corporation's compliance with Section 617.1406(2) of the Florida Not For Profit Corporation Act.

6. A copy of this plan of distribution will be filed with the Department of State for the State of Florida.

By signing below, such officer hereby authenticates this Plan of Distribution of Assets as authorized by the Trustees of the Corporation.

FIRST BAPTIST CHURCH OF FT.
LAUDERDALE, INC.
a Florida not for profit corporation

By: 
W. Scott Whiddon, President

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CORPORATE AFFIDAVIT FOR NAME ASSUMPTION

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared W. Scott Whiddon, who upon having been duly sworn, on oath, depose and state:

1. I, W. Scott Whiddon, hereby certify that I am President of and an Authorized Trustee of FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC., a Florida nonprofit corporation (the "Corporation").

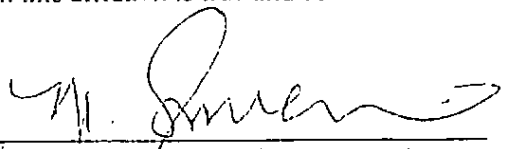
2. I am authorized to execute this affidavit on behalf of Corporation.

3. I certify that the Corporation has been duly dissolved in accordance with the provisions of Chapter 617, Florida Statutes, and all necessary proceedings have been completed for its dissolution.

4. Pursuant to Section 617.1405 and 617.01201 of the Florida Statutes, Corporation hereby authorizes the immediate assumption or use of its name by another corporation, CHURCH BY THE GLADES, INC., an eligible entity.

5. Corporation relinquishes any and all rights to the name, and hereby consents to the immediate assumption or use of the name by CHURCH BY THE GLADES, INC.

6. I certify that the information provided in this affidavit is true and correct to the best of my knowledge, information, and belief.

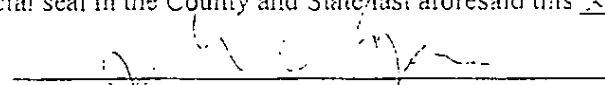

W. Scott Whiddon, President, and as
Authorized Trustee of FIRST BAPTIST
CHURCH OF FT. LAUDERDALE, INC., a
Florida nonprofit corporation

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, by W. Scott Whiddon, as President and Authorized Trustee of FIRST BAPTIST CHURCH OF FT. LAUDERDALE, INC., a Florida nonprofit corporation, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State aforesaid this 24th day of May, 2024.


Notary Public

Typed, printed or stamped name of Notary Public

My Commission Expires:

