

713821

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**MERGER OR SHARE EXCHANGE**

First Baptist Church of Windermere, Inc.

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**ARTICLES OF MERGER  
(Not for Profit Corporations)**

The following articles of merger are being submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes:

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

| <u>Name and Street Address</u>           | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| First Baptist Church of Windermere, Inc. | Florida             | 713821                 |

**SECOND:** The name and jurisdiction of each merging corporation are as follows:

| <u>Name and Street Address</u>                    | <u>Jurisdiction</u> | <u>Document Number</u> |
|---|---------------------|------------------------|
| 1. First Baptist Church of Lake Buena Vista, Inc. | Florida             | 717224                 |

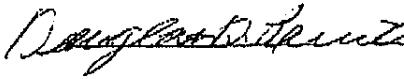
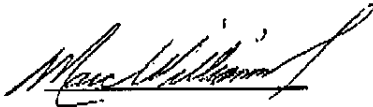
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**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION.** The plan of merger was adopted by the members of the surviving corporation on October 1-8, 2006. The number of votes cast for the merger and the Plan of Merger was sufficient for approval, and the vote of the plan was as follows: 195 FOR and 1 AGAINST, which vote is sufficient for approval.

**SIXTH: ADOPTION OF MERGER BY MERGING CORPORATIONS.** The plan of merger was adopted by the merging corporation on October 1-8, 2006. The number of votes cast for the merger and the Plan of Merger was as follows: 195 FOR and 1 AGAINST, which vote is sufficient for approval.

| <u>Name of Entity</u>                                 | <u>Signature(s)</u>   | <u>Typed or Printed Name and Title of Individual</u> |
|---|---|--|
| <u>First Baptist Church of Windermere, Inc.</u>       |  | <u>Douglas D. Parrish<br/>President</u>              |
| <u>First Baptist Church of Lake Buena Vista, Inc.</u> |  | <u>Marc Williamson<br/>President</u>                 |

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation:

**FIRST:** The name and jurisdiction of the surviving corporation are as follows:

| <u>Name</u>                              | <u>Jurisdiction</u> |
|--|---------------------|
| First Baptist Church of Windermere, Inc. | Florida             |

**SECOND:** The name and jurisdiction of each merging corporation are as follows:

| <u>Name</u>                                    | <u>Jurisdiction</u> |
|--|---------------------|
| First Baptist Church of Lake Buena Vista, Inc. | Florida             |

**THIRD:** The terms and conditions of the merger are as follows:

The merging corporation shall be merged with and into the surviving corporation, and the separate existence of the merging corporation shall cease as of the effective date of this Plan of Merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of the merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

As all prior members of the merging corporation currently are members of the surviving corporation, the membership of the surviving corporation in the merging entity automatically shall terminate on the effectiveness of the merger because the surviving corporation is the sole member of the merging entity.

**FOURTH:** Changes in the articles of incorporation of the surviving corporation.

The Articles of Incorporation of the surviving corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be affected by the merger hereunder. The persons who are the trustees, directors and officers of the surviving corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the trustees, directors and officers of the surviving corporation without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving corporation and the laws of the State of Florida.

**FIFTH:** Other provisions relating to the merger are as follows: Not Applicable

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