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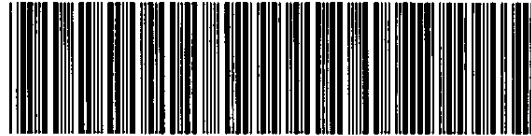
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T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Baptist Church of Davie/Cooper City, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Rod A. Feiner, Esq.
(Contact Person)

Coker & Feiner
(Firm/Company)

1404 South Andrews Avenue
(Address)

Fort Lauderdale, FL 33316
(City/State and Zip Code)

For further information concerning this matter, please call:

Rod A. Feiner At (954) 761-3636
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on July 14, 2014.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
32 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on August 1, 2014. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

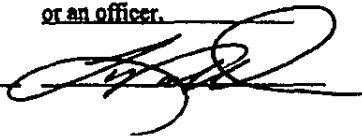
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.


Typed or Printed Name of Individual & Title

First Baptist Church
of Davis/County, Calif.



Luis E. Valladares

Wethers Property
School, Inc.



Robyn Perpetone

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.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

First Baptist Church of Davie/Cooper City, Inc.

FL

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Westlake Preparatory School, Inc.

FL

The terms and conditions of the merger are as follows:

First Baptist Church shall adopt the attached Amendment to the Articles of Incorporation as part of the merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See attached.

Other provisions relating to the merger are as follows:

All assets of the corporation that is merging shall belong to the surviving corporation.

AMENDMENT TO ARTICLES OF INCORPORATION

OF

FIRST BAPTIST CHURCH OF DAVIE/COOPER CITY, INC.

(a Florida corporation, not for profit)

PREAMBLE

In compliance with Chapter 617, Florida Statutes, the following Amendment to the Articles of Incorporation of First Baptist Church of Davie/Cooper City, Inc., duly organized as a Florida corporation, not for profit, is submitted:

PURPOSE

These Amendments are made to the Articles of Incorporation of the First Baptist Church of Davie/Cooper City, Inc., a not for profit corporation (hereinafter referred to as "Church" or "Corporation"), as part of the merger with Westlake Preparatory School, Inc., a Florida not for profit corporation, and constitute the elements of the plan of merger between the Church and Westlake Preparatory School, Inc.

AMENDMENT TO ARTICLE IX, OFFICERS

There is hereby created Article IX, Section 2 of the Articles of Incorporation which shall read as follows:

2. School Officer. For as long as the Church operates a school on its property there shall be two (2) seats on both the Board of Directors and the Board of Trustees which shall be filled by a Member who is familiar with a school and its operations and such seats shall be called "School Officer".

AMENDMENT TO ARTICLE X, ELECTION AND DUTIES OF CHURCH OFFICERS

There is hereby created Article X, Section I, School Officer of the Articles of Incorporation which shall read as follows:

- I. School Officer. As long as the Church operates a school on its property both Robyn Pepitone, her heirs, successors and assigns, and Bryan Pepitone, his heirs, successors and assigns, shall be appointed to and serve on the Board of Directors and the Board of Trustees for the Church in the School Officer position. Furthermore, neither Robyn Pepitone or Bryan Pepitone, their heirs successors or assigns, may be removed from the School Officer position on the Board of Directors or the Board of Trustees except upon the unanimous vote of both the Board of Directors and the Board of Trustees. It is acknowledged, however, that Bryan Pepitone or Robyn Pepitone, individually, may be

removed from Board of Directors or the Board of Trustees without the unanimous vote of the Board of Trustees and the Board of Directors if the person sought to be removed is convicted of or pleads guilty to a felony or a crime of moral turpitude or otherwise engages in conduct which has caused significant and detrimental negative moral publicity about the Church to be published or communicated.

In addition to all other matters which come before the Board of Directors and the Board of Trustees, the School Officer shall vote on all matters which come before the Board of Directors or the Board of Trustees relating to or concerning the school, even if a conflict of interest would otherwise be present on such votes. Furthermore, any matter which comes before the Board of Trustees or the Board of Directors relating to or concerning the school shall be approved by the School Officers. If the School Officers do not approve the matter for consideration then the matter will be deemed to have failed, regardless of the number of votes for approval.

AMENDMENT TO ARTICLE XI, CHURCH GOVERNMENT

There is hereby created an amendment to Article XI, Section I, Government, which states as follows (amendment is in underline text):

The government of this Church is vested in the members who compose it, and , as such, it is subject to the control of no other ecclesiastical organization. Also, none of its Boards or Committees can usurp its executive government or policy making powers. However, regardless of the provisions herein, if any matter relating to or concerning the school which is being operated on Church property comes before the members at a Church Conference or otherwise then such matter must be approved by Robyn Pepitone, her heirs, successor or assigns and Bryan Pepitone, his heirs successors or assigns. Should either Robyn Pepitone or Bryan Pepitone vote against the matter for consideration relating to or concerning the school, then the matter will be deemed to have failed regardless of the number of votes the matter received for approval.

AMENDMENT TO ARTICLE XIII, ADOPTION AND AMENDMENTS

There is hereby created an amendment to Article XIII, Adoption and Amendments, which creates a Section 3 which states as follows:

Section 3. This Amendment to the Articles of Incorporation shall not be modified, amended or repealed unless it is approved by Robyn Pepitone, her heirs, successors or assigns, Bryan Pepitone, his heirs, successors and assigns and a two-thirds (2/3) vote of the voting members present at a duly called meeting of a Church Conference or otherwise.

AMENDMENT TO ARTICLE XIV, Validate. .

There is hereby created a Section 3, Incorporation and Conflict, which states as follows:

Section 3. Incorporation and Conflict. The terms and conditions of this Amendment to Articles of Incorporation are attached to and form an integral part of the Articles of Incorporation and Constitution of the Church and the terms and conditions of the Articles of Incorporation and Constitution are hereby ratified, restated and incorporated herein by reference. If there is any conflict, either express or latent, between the terms and conditions of the Articles of Incorporation and the Constitution and this Amendment to Articles of Incorporation, then the terms and conditions of this Amendment shall control.

Enacted by the Members of the Church at a duly called and noticed meeting this ____ day of August, 2014

(CORPORATE SEAL)

Luis E. Valladeres, President

Madeline Valladares, Director