

726889

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
HOLY CROSS EPISCOPAL CHURCH, INC.**

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Merger



September 28, 2015

FLORIDA DEPARTMENT OF STATE

HOLY CROSS EPISCOPAL CHURCH, INC. ^{Division of Corporations}
P.O. BOX 370748
MIAMI, FL 33137

SUBJECT: HOLY CROSS EPISCOPAL CHURCH, INC.
REF: 726889

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to list the complete name of the merging corporation in the Articles of Merger and the mentioned attached Amended and Restated Articles was not included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

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ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are 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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Holy Cross Episcopal Church, Inc.	Florida	726889

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Church of the Resurrection (Episcopal),		N05923
Miami, Florida.		

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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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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 _____.
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 _____. 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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

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

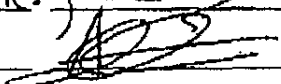
Typed or Printed Name of Individual & Title

Holy Cross Episcopal Church, Inc.



REV. JOSE L. ORTIZ

The Church of the Resurrection



REV. ALBERT R. CUTIE

(Episcopal) Miami, Florida

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

Holy Cross Episcopal Church, Inc.

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

The Church of the Resurrection (Episcopal) Miami, Florida

Florida

The terms and conditions of the merger are as follows:

See attached Plan of Merger and Merger Agreement.

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

Other provisions relating to the merger are as follows:

None.

PLAN OF MERGER AND MERGER AGREEMENT

For the merger of
THE CHURCH OF THE RESURRECTION (EPISCOPAL), MIAMI, FLORIDA
With and into
HOLY CROSS EPISCOPAL CHURCH, INC.
Under the charter of
HOLY CROSS EPISCOPAL CHURCH, INC.

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 24th day of September, 2015, between HOLY CROSS EPISCOPAL CHURCH, INC. (hereinafter referred to as "HCEC"), a Florida corporation not-for-profit, with its main office located at 11173 Griffing Boulevard, Biscayne Park, Florida 33161-7249 and THE CHURCH OF THE RESURRECTION (EPISCOPAL), MIAMI, FLORIDA (hereinafter referred to as "CRE"), a Florida corporation not-for-profit, with its main office located at 11173 Griffing Boulevard, Biscayne Park, Florida 33161-7249.

WHEREAS, the entire Boards of Trustees of each of HCEC and CRE have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 617.1101 through 617.1106, Florida Statutes.

WHEREAS, HCEC and CRE are entering into this Agreement to provide for the merger of CRE with and into HCEC with HCEC being the surviving corporation of such merger transaction.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

CRE shall be simultaneously merged with and into HCEC, with HCEC thereby becoming the surviving corporation, under the charter of HCEC (the "Merger").

SECTION 2

The business of SCRE shall be that of maintaining the worship of God and the preaching of the Gospel, according to the doctrine, discipline and worship of The Episcopal Church, in the City of Miami, County of Miami-Dade, State of Florida.

SECTION 3

All assets of the HCEC and CRE, as they exist at the effective time of the Merger shall pass to and vest in SCRE without any conveyance or other transfer; and SCRE shall be considered the same business and corporate entity as HCEC and CRE with all the rights, powers and duties of each corporation and SCRE shall be responsible for all the liabilities of every kind and description, of each corporation.

SECTION 4

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Trustees; or

(b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the SCRE, upon and after the Merger, to conduct all or any part of the business activities being conducted by HCEC and CRE as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) The Merger has not been consummated by March 31, 2015 (unless extended by the mutual consent of the parties hereto); or

(d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Trustees of any of the corporations, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the corporations to the other of them, authorized or approved by resolution adopted by the Board of Trustees of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the corporations, or the trustees, officers, employees, or agents.


SECTION 5

This Merger shall become effective as of the date of filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.


HOLY CROSS EPISCOPAL CHURCH, INC.

By: _____


Jose L. Ortiz, President

THE CHURCH OF THE RESURRECTION
(EPISCOPAL), MIAMI, FLORIDA

By: _____


Jose L. Ortiz, President & Rector