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FILED  
2014 MAR 21 PM 4:28  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

*2/21/14*

# *North Florida District Church of the Nazarene, Inc.*

District Office  
6817 Southpoint Parkway Suite 1301  
Jacksonville, FL 32216  
904-281-8147 - Office  
904-281-8149 - FAX

District Treasurer  
4029 Atlantic Blvd.  
Jacksonville, FL 32207  
904-396-5400 - Office  
904-396-9226 - FAX

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

March 17, 2014

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Dear Sir/Madam:

Please find attached the Articles of Merger from New Beginnings Community Church of the Nazarene, Inc., Nassau Church of the Nazarene, Inc., and First Church of the Nazarene of High Springs, Inc., into North Florida District Church of the Nazarene, Inc., all Florida not-for-profit corporations, and the related Agreement and Plan of Merger, along with our check for \$140.00 for the filing fee for the four involved entities. We would appreciate your prompt attention to the filing of this application and returning the confirmed Articles to my address as the incorporator – 4029 Atlantic Blvd., Jacksonville, FL 32207-2036.

Thank you for your prompt attention to this filing. If you should have any questions, feel free to contact me at the address in the upper right corner of this letter.

Sincerely,



Mark R. Patrick, CPA  
District Treasurer

Enclosure

ARTICLES OF MERGER for  
NORTH FLORIDA DISTRICT  
CHURCH OF THE NAZARENE, INC.

FILED

2014 MAR 21 PM 4:28

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, Chapter 617 and pursuant to section 607.1109, Florida Statutes.

**First:** The Name and Jurisdiction of the Surviving ~~Non-Profit~~ Corporation is:  
NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.,  
which shall operate under the jurisdiction of the State of Florida.

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

	Name	Jurisdiction	Document Number
1)	NEW BEGINNINGS COMMUNITY CHURCH OF THE NAZARENE, INC.	Florida	N16065
2)	NASSAU CHURCH OF THE NAZARENE, INC.	Florida	N99000007096
3)	FIRST CHURCH OF THE NAZARENE OF HIGH SPRINGS, INC.	Florida	707056

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

**Fourth:** The merger shall become effective on the later of February 21, 2014 or the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the District Advisory Board of NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC. on February 21, 2014.

**Sixth:** The Plan of Merger was adopted by the Church Board of NEW BEGINNINGS COMMUNITY CHURCH OF THE NAZARENE, INC., on February 21, 2014.

The Plan of Merger was adopted by the Church Board of NASSAU CHURCH OF THE NAZARENE, INC., on February 21, 2014.

The Plan of Merger was adopted by the Church Board of FIRST CHURCH OF THE NAZARENE OF HIGH SPRINGS, INC., on February 21, 2014.

**Seventh:** By signature ~~below~~ we hereby certify to the authenticity and filing of these Articles of Merger: ~~below~~

NEW BEGINNINGS COMMUNITY  
CHURCH OF THE NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President and Director

Date 02/27/2014

NASSAU CHURCH OF THE  
NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President and Director

Date 02/27/2014

FIRST CHURCH OF THE NAZARENE  
OF HIGH SPRINGS, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President and Director

Date 02/27/2014

NORTH FLORIDA DISTRICT  
CHURCH OF THE NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President and Director

Date 02/27/2014

**AGREEMENT AND PLAN OF MERGER FOR  
New Beginnings Community Church of the Nazarene, Inc.,  
Nassau Church of the Nazarene, Inc.,  
First Church of the Nazarene of High Springs, Inc., and  
North Florida District Church of the Nazarene, Inc.**

**Parties:**

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is entered into by and between the **New Beginnings Community Church of the Nazarene, Inc.**, a 501(c)3 religious nonprofit Florida corporation ("BEGINNINGS"), **Nassau Church of the Nazarene, Inc.**, a 501(c)3 religious nonprofit Florida corporation ("NASSAU"), **First Church of the Nazarene of High Springs, Inc.**, a 501(c)3 religious nonprofit Florida corporation ("SPRINGS"), ~~the North Florida District Church of the Nazarene, Inc.~~, a IRC Section 501(c)3 religious, nonprofit Florida corporation ("NFD"), and is effective February 21, 2014 ~~or, if~~ thereafter, upon the date of the final approval of said merger by the respective delegate members of each corporation.

**Recitals:**

1. The BEGINNINGS organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
2. The NASSAU organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
3. The SPRINGS organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
4. The NFD organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
5. On the date of this Merger Agreement, the BEGINNINGS, NASSAU, and SPRINGS organizations and the NFD organization are all recognized as entities belonging to the International Church of the Nazarene. The BEGINNINGS, NASSAU, and SPRINGS organizations and NFD are each separate nonprofit corporations. The BEGINNINGS, NASSAU, and SPRINGS organizations have not had active congregations for numerous years and therefore have no active members. According to the Manual of the Church of the Nazarene, *inactive churches become the responsibility of the District to which they belong and therefore those church organizations have operated*

under the authority of the North Florida District Church of the Nazarene, Inc. since the churches have been inactive. The officers and directors of each of these corporations are currently identical to those of NFD. The NFD board of directors is known as the District Advisory Board (referred to hereafter collectively as "DAB") and has the authority to take any action it deems necessary for the operations of any corporation within its geographic district.

6. Each of the individual Church Boards of the BEGINNINGS, NASSAU, SPRINGS, and the DAB of NFD, have determined it is advisable and in the best interests of each non-profit corporation and the entities operating within those corporations (i.e., local church and district) that BEGINNINGS, NASSAU, and SPRINGS merge into the NFD upon the terms and conditions of this Merger Agreement. For the purpose of merger, BEGINNINGS, NASSAU, and SPRINGS will merge into NFD, an active formed 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
7. The Church Boards of BEGINNINGS, NASSAU, and SPRINGS, by resolution, duly adopted and approved this Merger Agreement and directed that this Merger Agreement be filed as required under Sections 617.1103 *et. seq.* of the Florida Not For Profit Corporation Act.
8. The affirmative vote of a majority of the Church Board Members present and voting at the properly noticed and called meeting of the BEGINNINGS organization occurred on February 21, 2014.
9. The affirmative vote of a majority of the Church Board Members present and voting at the properly noticed and called meeting of the NASSAU organization occurred on February 21, 2014.
10. The affirmative vote of a majority of the Church Board Members present and voting at the properly noticed and called meeting of the SPRINGS organization occurred on February 21, 2014.
11. The affirmative vote of a majority of the District Advisory Board Members present and voting at the properly noticed and called meeting of the NFD occurred February 21, 2014.
12. The parties intend by this Merger Agreement to effect a "merger" of these religious 501(c)(3), non-profit corporations as provided for under Sections 617.1101. *seq.* and 617.1103 of the Florida Not For Profit Corporation Act with the surviving corporation being NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC. (hereinafter sometimes referred to as the "Surviving Corporation").

#### **Terms and Provisions:**

In consideration of the foregoing recitals and of the following terms and provisions, and subject to the following conditions, it is agreed:

1. Merger. At the Effective Time (as defined in this Section 1), the BEGINNINGS, NASSAU, and SPRINGS organizations shall be merged with and into the NFD organization (the "Merger"). The NFD organization shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), with all of the rights and obligations of such domestic Florida nonprofit corporation, as provided by the Florida Not For Profit Corporation Act, Fla. Stat. § 617, and the separate corporate existences of the BEGINNINGS, NASSAU and SPRINGS organizations shall cease. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State. The date and time when the Merger shall become effective is herein referred to as the "Effective Time." A copy of the Articles of Merger shall be filed with the Florida Department of State in accordance with Fla. Stat. § 607.1109 and Fla. Stat. § 617.1105.
2. Purpose of the Surviving Corporation. The purpose of the Surviving Corporation is set forth in the Articles of Incorporation of the NFD organization, and is generally to carry on the religious mission, programs and activities of the combined non-profit religious corporations. As of the Effective Time of the Merger, the principal office of the Surviving Corporation is located at: 6817 Southpoint Parkway, Suite 1301, Jacksonville, FL 32236.
3. Governing Documents.
  - a. Articles of Incorporation of the NFD organization, as set forth in Exhibit A hereto, shall be the Articles of Incorporation of the Surviving Corporation ("Articles of Incorporation").
  - b. *The Manual of the Church of the Nazarene* ("Manual").
4. Officers and Directors. The persons who are officers and directors of NFD organizations immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, without change, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and applicable law.
5. Name. The name of the Surviving Corporation shall be NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.
6. Succession. At the Effective Time, the separate corporate existence of the BEGINNINGS, NASSAU and SPRINGS organizations shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the BEGINNINGS, NASSAU and SPRINGS organizations; and all the rights, privileges, powers and interests of the BEGINNINGS, NASSAU and SPRINGS organizations, including but not limited all funds held by the BEGINNINGS, NASSAU and SPRINGS organizations, all properties and interests, and all debts due or gifts made to the BEGINNINGS, NASSAU and SPRINGS organizations on whatever account, as well as all other things in

action, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as the same were of the BEGINNINGS, NASSAU and SPRINGS organizations, including but not limited to all facilities, and the title to any real estate vested by deed or otherwise shall not revert or be in any way impaired by reason of the Merger, but all rights of creditor and liens upon any property of the BEGINNINGS, NASSAU and SPRINGS organizations shall be preserved unimpaired, and all debts, liabilities and duties of the BEGINNINGS, NASSAU and SPRINGS organizations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; provided, however, that such liens upon property of the BEGINNINGS, NASSAU and SPRINGS organizations will be limited to the property affected thereby immediately prior to the Merger.

NEW BEGINNINGS COMMUNITY  
CHURCH OF THE NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President & Director

Date: 02/27/2014

NASSAU CHURCH OF THE  
NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President & Director

Date: 02/27/2014

FIRST CHURCH OF THE NAZARENE  
OF HIGH SPRINGS, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President & Director

Date: 02/27/2014

NORTH FLORIDA DISTRICT  
CHURCH OF THE NAZARENE, INC.

by Orville W. Jenkins, Jr.  
Orville W. Jenkins, Jr., President & Director

Date: 02/27/2014