

730608

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TALLAHASSEE, FLORIDA

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Merger
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MEYER LAW GROUP, LLC

VANITY FAIR ARCADE

SUITE 115

116 SOUTH TENNESSEE AVENUE

LAKELAND, FLORIDA 33801

TELEPHONE: 883-577-0526

FACSIMILE: 883-577-0527

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LAKELAND, FLORIDA 33808

September 19, 2011

Ms. Thelma Lewis
Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314-6327

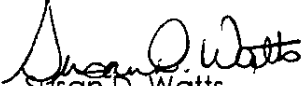
Re: Articles of Merger - Trustees of the Preachers' Relief Fund of the Florida
Conference of the United Methodist Church, Inc.(N15434) into
The Board of Trustees of the Florida Annual Conference of the
United Methodist Church, Inc.(730608)

Ms. Lewis:

Please find herewith the Articles of Merger effecting the merger of the Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc. (Subsidiary) into The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc. (Parent), together with the now properly attached Exhibit "A," plan of merger. Please appropriately file the plan in the records of the Secretary of State upon their receipt. A copy of your prior correspondence is also provided, as requested.

Our trust check in the sum of Seventy-Eight Dollars and Seventy-Five Cents(\$78.75).has been previously provided and acknowledged as being received by your office in payment of the scheduled fee for said merger filing and the return of a certified copy of said filed article. Your usual prompt attention to this matter is appreciated.

Sincerely,
Meyer Law Group, LLC


Susan D. Watts
Assistant to Mr. Meyer

Enclosure
JRM/sdw

MEYER LAW GROUP, LLC

VANITY FAIR ARCADE

SUITE 115

116 SOUTH TENNESSEE AVENUE

LAKELAND, FLORIDA 33801

TELEPHONE: 863-577-0526

FACSIMILE: 863-577-0527

PLEASE REPLY TO:

POST OFFICE DRAWER 2900

LAKELAND, FLORIDA 33806

September 8, 2011

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Articles of Merger - Trustees of the Preachers' Relief Fund of the Florida
Conference of the United Methodist Church, Inc.(N15434) into
The Board of Trustees of the Florida Annual Conference of the
United Methodist Church, Inc.(730608)

Ladies and Gentlemen:

Please find herewith the Article of Merger effecting the merger of the Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc. (Subsidiary) into The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc. (Parent). Please appropriately file the plan in the records of the Secretary of State upon their receipt.

Our trust check in the sum of Seventy-Eight Dollars and Seventy-Five Cents(\$78.75) is enclosed in payment of the scheduled fee for said merger filing and the return of a certified copy of said filed article. Your usual prompt attention to this matter is appreciated.

Sincerely,
Meyer Law Group, LLC


Susan D. Watts
Assistant to Mr. Meyer

Enclosure
JRM/sdw



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 13, 2011

SUSAN D. WATTS
MEYERS LAW GROUP, LLC
116 SOUTH TENNESSEE AVENUE, SUITE 115
LAKELAND, FL 33801

SUBJECT: THE BOARD OF TRUSTEES OF THE FLORIDA ANNUAL
CONFERENCE OF THE UNITED METHODIST CHURCH, INC.
Ref. Number: 730608

We have received your document for THE BOARD OF TRUSTEES OF THE
FLORIDA ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH,
INC. and check(s) totaling \$78.75. However, the enclosed document has not
been filed and is being returned to you for the following reason(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to
section 607.1105, Florida Statutes. A merger form is enclosed.

A copy of the plan of merger was not attached as Exhibit "A".

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 811A00021234

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TALLAHASSEE, FLORIDA

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11 SEP 21 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

The undersigned, being the presidents of The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc. a Florida not-for-profit corporation, and The Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc., a Florida not-for-profit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I Plan of Merger

A copy of the plan of merger is attached as Exhibit "A".

ARTICLE II Approval

The plan of merger was adopted by The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc. at a meeting of its members held on June 2, 2011. The vote cast in favor of the merger was unanimous for approval.

The plan of merger was adopted by The Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc. at a meeting of its members held on June 2, 2011. The vote cast in favor of the merger was unanimous for approval.

ARTICLE III Effective Date

The merger shall be effective on the date that these articles of merger are filed by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on June 4, 2011.

The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc. a Florida not-for-profit corporation.

By: 
David McEntire, President

The Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc., a Florida not-for-profit corporation,

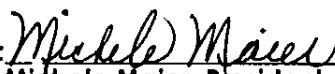
By: 
Michele Maier, President

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER OF
THE TRUSTEES OF THE PREACHERS' RELIEF FUND OF THE FLORIDA
CONFERENCE OF THE UNITED METHODIST CHURCH, INC., A NOT-
FOR-PROFIT FLORIDA CORPORATION,
INTO THE BOARD OF TRUSTEES OF THE FLORIDA ANNUAL
CONFERENCE OF THE UNITED METHODIST CHURCH, INC., A
FLORIDA NOT-FOR-PTOFIT CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of May 30, 2011, made by and among, The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc., a not-for-profit Florida corporation ("Parent"), and The Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc., a not-for-profit Florida corporation ("Subsidiary") (collectively the "Constituent Corporations").

WITNESS:

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns one hundred percent of all interest in Subsidiary; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth, in accordance with §617.1101-1107 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean any date following the filing date as chosen by the parties and stated in the Plan and in the Articles of Merger.

2. On the Effective Date, Subsidiary shall be merged

with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Parent in accordance with §617.1103 of the Florida Statutes.

ARTICLE II EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in §617.1106 of the Florida Statutes.

ARTICLE III ARTICLES OF INCORPORATION

The articles of incorporation of Parent in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

ARTICLE IV DIRECTORS AND OFFICERS

Directors and officers of Parent immediately before the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE V MEMBERS

The members of Subsidiary and Parent immediately before the merger shall be members of the Parent immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of Parent by its articles and bylaws.

**ARTICLE VI
ASSETS AND LIABILITIES**

On the effective date of the merger, the separate existence of Subsidiary shall cease and Parent, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of Subsidiary, without further action, shall be vested in the Parent immediately following the merger. Following the merger Parent shall be responsible for all liabilities and obligations of Subsidiary. Any claim existing or action or proceeding pending against Subsidiary may continue as if the merger did not occur or Parent may be substituted for Subsidiary in such proceeding. Neither the rights of creditors of nor any lien on the property of Subsidiary shall be impaired by the merger.

**ARTICLE VII
EFFECTIVE DATE**

The merger shall be effective when the articles of merger are filed with the Florida Department of State, or at such other time specified in the articles of merger.

**ARTICLE VIII
ABANDONMENT**

Notwithstanding anything to the contrary in this plan, this plan of merger may be terminated and abandoned by the board of directors of Parent or the board of directors of Subsidiary at any time before the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers on May 30, 2011.

PARENT: The Board of Trustees of the Florida Annual Conference of the United Methodist Church, Inc., a Florida not-for-profit corporation.

By: David McEntire
David McEntire, President

SUBSIDIARY: The Trustees of the Preachers' Relief Fund of the Florida Conference of the United Methodist Church, Inc., a Florida not-for-profit corporation.

By: Michele Maier
Michele Maier, President