

FROM

734100

(WEB) 03/11/03 12:51:12 PM / NO. 4863333088_P_1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000076432 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229 2300
Fax Number : (813)221-4210

03 MAR 13 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 MAR 12 PM 1:16
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Handwritten signature and initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST PRESBYTERIAN CHURCH OF TAMPA FOUNDATION, INC., a Florida
corporation, document number N01000004561

INTO

THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC., a Florida entity,
734100.

File date: March 13, 2003

Corporate Specialist: Karen Gibson

FROM

(THU) 3.13'03 10:22/ST.10:21/NO.4863333104 P 3



FLORIDA DEPARTMENT OF STATE
Glenda B. Hood
Secretary of State

March 12, 2003

THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC.
412 ZACK STREET
TAMPA, FL 33602

SUBJECT: THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC.
REF: 734100

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE WORD "THE " IS PART OF THIS CORPORATION'S NAME.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000076432
Letter Number: 203A00015524

FROM

(THU) 3.13'03 10:23/ST. 10:21/NO. 4863333104 P 4

(((H03000076432 1)))

**ARTICLES OF MERGER
OF**

**FIRST PRESBYTERIAN CHURCH
OF TAMPA FOUNDATION, INC.**
(a Florida Not for profit corporation)
WITH AND INTO

**THE FIRST PRESBYTERIAN CHURCH
OF TAMPA, INC.**
(a Florida Not for profit corporation)

FILED
03 MAR 13 PM 2:21
TAMPA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1101-617.1107, Florida Statutes

Pursuant to the provisions of Sections 617.1101-617.1107 of the Florida Corporations Not for Profit Act, the undersigned not for profit corporations enter into these Articles of Merger as follows:

- FIRST:** The name and jurisdiction of the surviving not for profit corporation is The First Presbyterian Church of Tampa, Inc. a Florida not for profit corporation.
- SECOND:** The name and jurisdiction of the merging not for profit corporation is First Presbyterian Church of Tampa Foundation, Inc., a Florida not for profit corporation.
- THIRD:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference in its entirety.
- FOURTH:** The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State.
- FIFTH:** Members entitled to vote on the Plan of Merger of the surviving not for profit corporation approved the merger at the Annual Meeting of the Corporation on February 23, 2003. The Board of Directors adopted the Plan of Merger on February 18, 2003. The number of directors in office was fifteen and the vote was unanimous in favor of the merger.
- SIXTH:** There is no member or members entitled to vote on the Plan of Merger of the merging not for profit corporation. The Board of Directors adopted the Plan of Merger on February 18, 2003. The number of directors in office was three and the vote was unanimous in favor of the merger. The sole member of First Presbyterian Church of Tampa Foundation, Inc. is the The First Presbyterian Church of Tampa, Inc.

Lewis H. Hill, III, Esq.
Florida Bar No.: 036020
Polcy & Lardner
800 N. Tampa Street
Suite 2700
Tampa, Florida 33601
(813) 225-4111

(((H03000076432 1)))

FROM

(THU) 3.13'03 13:31/ST. 13:30/NO. 4863333115 P 3

(((H03000076432 1)))

SEVENTH: The sole asset of ~~First~~ Presbyterian Church of Tampa Foundation, Inc. is an office building having a legal description as set forth hereinafter as Exhibit "B" subject to a mortgage in favor of Northern Trust Bank of Florida, N.A. recorded in OR Book 11009, Page 839 of the Public Records of Hillsborough County, Florida and The First Presbyterian Church of Tampa, Inc. is a guarantor of this Mortgage and Security Agreement.

IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 18 day of February 2003.

FIRST PRESBYTERIAN CHURCH OF TAMPA FOUNDATION, INC.
a Florida not for profit corporation

THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC.
a Florida not for profit corporation

By: [Signature]
Name: LEWIS H. HILL, III
Title: PRESIDENT

By: [Signature]
Name: LEWIS H. HILL, III
Title: PRESIDENT

ATTESTED

ATTESTED

By: [Signature]
Name: KEVIN T. HILL
Title: SECRETARY

By: [Signature]
Name: KEVIN T. HILL
Title: SECRETARY

(SEAL) [Seal]

(((H03000076432 1)))

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the Merger of FIRST PRESBYTERIAN CHURCH OF TAMPA FOUNDATION, INC., a Florida not for profit corporation (the "Merging Corporation"), with and into THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC., a Florida not for profit corporation (the "Surviving Corporation"), as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Time").

3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation on file with the Florida Department of State shall continue to be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time.

4. Effect of Merger. On the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and the Merger shall impair neither the rights of creditors nor any liens on the property of the Merging Corporation. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

5. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either of the Merging Corporation or the Surviving Corporation, without further action and, if Articles of Merger have been filed with the Department of State of Florida, by filing Articles of Termination with such authorities prior to the Effective Time.

6. Approval. The members of the Surviving Corporation are entitled to vote on the merger. The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the Board of Directors of the Merging Corporation and the Board of Directors

(((H03000076432 1)))

.FROM

(THU) 3.13'03 10:24/ST. 10:21/NO. 4863333104 P 7

(((H03000076432 1)))

(Session) are members of the Surviving Corporation pursuant to Section 617.1103 of the Florida Business Corporation Act.

7. Amendments. The Board of Directors of the Merging Corporation, together with the Board of Directors of the Surviving Corporation may amend this Plan any time prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each executed this Plan, or has caused this Plan to be executed on its behalf by a representative duly authorized, all as of the 18 day of July, 2003.

MERGING CORPORATION

SURVIVING CORPORATION

FIRST PRESBYTERIAN CHURCH OF TAMPA FOUNDATION, INC.
a Florida not for profit corporation

THE FIRST PRESBYTERIAN CHURCH OF TAMPA, INC.
a Florida not for profit corporation

By: [Signature]
Name: LEWIS H. HILL, III
Title: President

By: [Signature]
Name: LEWIS H. HILL, III
Title: President

ATTEST:

ATTEST:

[Signature]
Name: ~~VIRGINIA S. GREEN~~ KEVIN T. HILL
Title: Secretary

[Signature]
Name: ~~VIRGINIA S. GREEN~~ KEVIN T. HILL
Title: Secretary

SEAL

FROM

(THU) 3.13'03 10:24/ST. 10:21/NO. 4863333104 P 8

(((H03000076432 1)))

EXHIBIT "B"

The West 100 feet of the South 50 feet of Lot 3 in Block 36 of Town of Tampa General Map dated 1853, according to the Plat thereof on file in the Office of the Clerk of the Circuit Court, in and for Hillsborough County, Florida, recorded in Plat Book 1, Page 7; said property being at the Northeast corner of Florida Avenue and Zack Street in the City of Tampa, Florida, which property is more particularly described as follows: Begin at the Northeast corner of Zack Street and Florida Avenue in the City of Tampa, Florida, run thence Easterly along the Northerly boundary line of Zack Street 100 feet, thence Northerly parallel with the Easterly boundary line of Florida Avenue 50 feet, thence Westerly parallel with the Northerly boundary line of Zack Street 100 feet to intersection with Florida Avenue, thence Southerly along the Easterly boundary line of Florida Avenue to point of beginning.