

Division of Corporations

734920

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
CHRIST CHURCH UNITED METHODIST, INC.

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Merger 7.6.06
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ARTICLES OF MERGER

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:

Name:	Jurisdiction	Document Number
CHRIST CHURCH UNITED METHODIST, INC.	Florida	734920

SECOND: The name and jurisdiction of each merging corporation:

Name:	Jurisdiction	Document Number
FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC.	Florida	703490

THIRD: The Plan of Merger is attached.

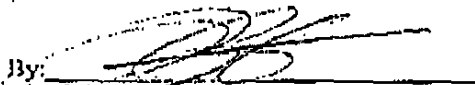
FOURTH: The merger shall be come effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the members of the surviving corporation on April 2, 2006. The number of votes case for the merger was sufficient for approval and the vote for the Plan was unanimous.

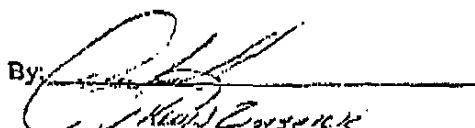
SIXTH: The Plan of Merger was adopted by the members of the merging corporation on March 19, 2006. The number of votes cast for the merger was sufficient for approval and the vote for the Plan was as follows: 99 FOR, 18 AGAINST, 2 ABSTAINING.

Dated: July 5, 2006

CHRIST CHURCH UNITED METHODIST, INC.

By: 
ROBERT NEWMAN

FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC.

By: 
ROBERT CORSEICK

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Plan of merger.

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation. The Plan of Merger is between CHRIST CHURCH UNITED METHODIST, INC., a Florida not-for-profit corporation, referred to as the surviving corporation, and FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC., a Florida not-for-profit corporation, referred to as the absorbed corporation.

STIPULATIONS

A. CHRIST CHURCH UNITED METHODIST, INC., is a Florida not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 4845 NE 25th Avenue, Ft. Lauderdale, FL 33308.

B. FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC., is a Florida not-for-profit corporation organized and existing under the laws of the State of Florida with its principal office at 210 NE 3rd Street, Pompano Beach, FL 33060.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations that FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC., a Florida not-for-profit corporation, be merged into CHRIST CHURCH UNITED METHODIST, INC., a Florida not-for-profit corporation, pursuant to the provisions of Sections 607.1106 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. FIRST UNITED METHODIST CHURCH OF POMPANO BEACH, INC., a Florida not-for-profit corporation, shall merge with and into CHRIST CHURCH UNITED METHODIST, INC., a Florida not-for-profit corporation, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation.

Section Three. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Four. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

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Section Five. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Eight. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would not be in the best interests of either corporation.

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