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TALLAHASSEE, FLORIDA

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10/25/07

Dc

L. E. TAYLOR, P.A.
POST OFFICE BOX 490208
LEESBURG, FLORIDA 34749-0208

L. E. TAYLOR
ATTORNEY AND COUNSELOR AT LAW

TELEPHONE (352) 787-1440
FACSIMILE (352) 365-6461

103 NORTH LEE STREET
LEESBURG, FLORIDA 34748

October 18, 2007

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: FIRST BAPTIST CHURCH OF LEESBURG, INC.

The enclosed Articles of Merger of Main Street Baptist Church of Leesburg, Inc. into First Baptist Church of Leesburg, Inc. are submitted for filing. Also enclosed is a check in the amount of \$78.75, for your filing fee and one certified copy of the Articles. (An extra copy of the Articles of Merger is provided for your certification and return to me.)

Please return all correspondence concerning this matter to the following:

L. E. Taylor, Esq.
L. E. TAYLOR, P.A.
Post Office Box 490208
Leesburg, Florida 34749-0208

For any further information concerning this matter, please call:

L. E. Taylor, at (352) 787-1440

Thank you for your assistance in this regard.

Sincerely,


L. E. Taylor

LET:sm
Encl.

**ARTICLES OF MERGER
OF
MAIN STREET BAPTIST CHURCH OF LEESBURG, INC.
INTO
FIRST BAPTIST CHURCH OF LEESBURG, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, FIRST BAPTIST CHURCH OF LEESBURG, INC., Florida corporation, and MAIN STREET BAPTIST CHURCH OF LEESBURG, INC., a Florida corporation, hereby adopt the following Articles of Merger for the purpose of merging MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. into FIRST BAPTIST CHURCH OF LEESBURG, INC.

Plan of Merger

1. The Plan & Agreement For Merger setting forth the terms and conditions of the merger of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. into FIRST BAPTIST CHURCH OF LEESBURG, INC. is attached to these Articles as an exhibit.

Adoption of Plan

2. A special called business meeting of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. was held on June 28, 2007. This meeting was announced and properly noticed for the purpose of considering the Plan & Agreement For Merger. Of the forty-eight (48) members present and entitled to vote, thirty-three (33) approved (69%), and fifteen (15) rejected (31%) the Plan & Agreement For Merger into FIRST BAPTIST CHURCH OF LEESBURG, INC.

Adoption of Plan

3. A special called business meeting of FIRST STREET BAPTIST CHURCH OF LEESBURG, INC. was held on July 22, 2007. This meeting was announced and properly noticed for the purpose of considering the Plan & Agreement For Merger. Of the three hundred thirty-six (336) members present and entitled to vote, the Plan & Agreement For Merger with MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. was unanimously approved (100%).

Effective Date

4. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

ARTICLES OF MERGER OF MAIN STREET
BAPTIST CHURCH OF LEESBURG, INC. INTO
FIRST BAPTIST CHURCH OF LEESBURG, INC.
(Continued.....)

IN WITNESS WHEREOF, each of the undersigned corporations has caused these
Articles to be signed as of October 11, 2007.

ATTEST:

Margaret L. Smith
Margaret L. Smith
(Typed Name)
Secretary

FIRST BAPTIST CHURCH OF
LEESBURG, INC.

By Michael S. Tucker
Michael S. Tucker
(Typed Name)
Title: President

ATTEST:

Earl M. Cuppels
Earl M. Cuppels
(Typed Name)
Secretary

MAIN STREET BAPTIST CHURCH OF
LEESBURG, INC.

By James Robert Padgett
James Robert Padgett
(Typed Name)
Title: President

PLAN & AGREEMENT FOR MERGER

ARTICLE 1. PLAN OF MERGER

Plan Adopted

1.01. A plan of merger of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. and FIRST BAPTIST CHURCH OF LEESBURG, INC., pursuant to Section 617.1101 of the Florida Statutes is adopted as follows:

(a) MAIN STREET BAPTIST CHURCH OF LEESBURG shall be merged with and into FIRST BAPTIST CHURCH OF LEESBURG, INC., to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be FIRST BAPTIST CHURCH OF LEESBURG, INC.

(c) When this agreement shall become effective, the separate corporate existence of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on operation and ministries with the assets of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC., as well as with the assets of FIRST BAPTIST CHURCH OF LEESBURG, INC.

(e) The members of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. shall become members of FIRST BAPTIST CHURCH OF LEESBURG, INC. and shall have all the rights and entitlements afforded to members of FIRST BAPTIST CHURCH OF LEESBURG, INC. without interruption.

(f) The Articles of Incorporation of FIRST BAPTIST CHURCH OF LEESBURG, INC., as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

1.02. The effective date of the merger shall be as of the date the Articles of Merger are filed with the Department of State.

ARTICLE 2. TRANSFER OF ASSETS AND CONSIDERATION

2.01. In conjunction with the merger, all of the tangible assets presently titled in the name of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. shall be transferred and conveyed to FIRST BAPTIST CHURCH OF LEESBURG, INC., including both real and personal property. The appropriate officers of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. shall execute any and all documents to effect transfer of title to said assets, including but not limited to deed(s), bill of sale and assignments. The non-tangible asset to be retained by MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. is the bank account at Colonial Bank, Leesburg, Florida, which shall be the responsibility of the appropriate officers of the church to close prior to the effective date of merger.

The real property to be conveyed as a part of the merger is described as follows:

Lots 2, 3, 4 and 5, JOHNSON'S SUBDIVISION OF LOT 5, BLOCK 15, LEESBURG, FLORIDA, according to the map or plat thereof as recorded in Plat Book 2, Page 5, Public Records of Lake County, Florida.

AND

That portion of an alley lying North of Lots 2 and 3, Block 15 and South of Lot 4, Block 15 in Johnson's Subdivision, as recorded in Plat Book 2, Page 5, Public Records of Lake County, Florida, and that portion of an alley lying East of Lots 4 and 5, Block 15 in said Johnson's Subdivision and West of Lots 4 and 6, Block 15, Leesburg, according to the Official Plat of Leesburg, recorded in Plat Book 2, Page 19, Public Records of Lake County, Florida.

AND

Lots 3, 4, 6 and 7, Block 15, OFFICIAL PLAT OF THE CITY OF LEESBURG according to the map or plat thereof as recorded in Plat Book 2, Page 19, Public Records of Lake County, Florida. LESS AND EXCEPT: The North 152.0 feet of Lots 3 and 4, Block 15, OFFICIAL PLAT OF THE CITY OF LEESBURG according to the map or plat thereof as recorded in Plat Book 2, Page 19, Public Records of Lake County, Florida.

2.02. FIRST BAPTIST CHURCH OF LEESBURG, INC., in consideration of accomplishing the merger, shall pay to MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. the cash sum of \$250,000.00 to be used as determined by its members and officers in keeping with its Articles and By-Laws.

ARTICLE 3. APPROVAL OF PLAN OF MERGER AND NOTICE

3.01. The merger shall be adopted in accordance with the provisions and requirements as set forth in Section 617.1103 Florida Statutes.

3.02. The officers of the respective corporations shall give timely notice of its membership approval/non-approval of the merger.

ARTICLE 4. INTERPRETATION AND ENFORCEMENT

Further Assurances

4.01. MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. further agrees to take or cause to be taken any further or other actions as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation title to and possession of all property, rights, privileges, powers, and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

Notices

4.02. Any notice or other communication required or permitted under this Agreement shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed as follows:

(a) In the case of MAIN STREET BAPTIST CHURCH OF LEESBURG, INC., to: MAIN STREET BAPTIST CHURCH OF LEESBURG, INC., 1414 West Main Street, Leesburg, Florida 34748, ATTENTION: Robert J. Padgett, Chairman, Board of Directors, or to such other person or address as MAIN STREET BAPTIST CHURCH OF LEESBURG, INC. may from time to time request in writing.

(b) In the case of FIRST BAPTIST CHURCH OF LEESBURG, INC., to: FIRST BAPTIST CHURCH OF LEESBURG, INC., 220 North 13th Street, Leesburg, Florida 34748, ATTENTION: Michael Tucker, President, Board of Trustees, or to such other person or address as FIRST BAPTIST CHURCH OF LEESBURG, INC. may from time to time request in writing.

Entire Agreement; Counterparts

4.03. This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which take together shall be deemed one original.

Controlling Law

4.04. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed on October 11, 2007.

MAIN STREET BAPTIST CHURCH OF
LEESBURG, INC.

ATTEST:

Earl M. Cuppels
Earl M. Cuppels
(Typed Name)
Secretary

By James Robert Padgett
James Robert Padgett
(Typed Name)
Title: President

FIRST BAPTIST CHURCH OF
LEESBURG, INC.

ATTEST:

Margaret L. Smith
Margaret L. Smith
(Typed Name)
Secretary

By Michael S. Tucker
Michael S. Tucker
(Typed Name)
Title: President