

755298

(Requestor's Name)

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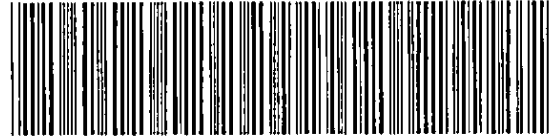
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APR 20 2020

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

POINT BAPTIST CHURCH, INC.

Signature \_\_\_\_\_

Requested by: BA

4/17/20

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- ☒ \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF MERGER OF  
FIRST BAPTIST CHURCH OF ELBERTA,**  
An Alabama nonprofit corporation  
-into-  
**POINT BAPTIST CHURCH, INC.,**  
A Florida not for profit corporation

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, and section 617.1105, Florida Statutes and Title 10A - Alabama Business and Nonprofit Entities Code, Chapter 3, Article 5:

1. The name, and document number of the Surviving Corporation, which is a Florida not for profit corporation, are:

**POINT BAPTIST CHURCH, INC.**  
Document: #755298

2. The name of the Merging Corporation, which is an Alabama nonprofit corporation is:

**FIRST BAPTIST CHURCH OF ELBERTA**  
Incorporated on October 1, 1973 by document filed on November 13, 1973 in the Office of the Judge of Probate of Baldwin County, Alabama in Book 21, pages 835-838

3. The Plan of Merger is attached.

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State and the Office of the Judge of Probate of Baldwin County, Alabama and delivered to the Alabama Secretary of State for filing pursuant to Section 10A-1-4.02 of the Code of Alabama.

5. The Plan of Merger was adopted unanimously (131-0) by the members of the Surviving Corporation on March 29, 2020. \_\_\_\_\_

6. The Plan of Merger was adopted unanimously (12-0) by the members of the Merging Corporation on March 15, 2020.

Point Baptist Church, Inc.  
a Florida non-profit corporation

By: Barbara Dubose  
Barbara Dubose, Its Trustee

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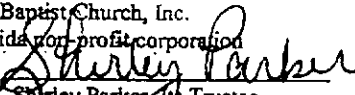
Point Baptist Church, Inc.  
a Florida non-profit corporation

By: Thomas Sullivan  
Thomas Sullivan, Its Trustee

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Point Baptist Church, Inc.  
a Florida non-profit corporation

By:

  
Shirley Parker, Its Trustee

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FULTON COUNTY  
MISSISSIPPI

First Baptist Church of Elberta,  
an Alabama non-profit corporation

By:

Ken Black  
Ken Black, Its Trustee

2020 APR 17 AM 8:49  
FALLAW ASSOCIATES  
TALLAHASSEE, FL 32310

First Baptist Church of Elberta,  
an Alabama non-profit corporation

By: Karen Lee  
Karen Lee, Its Trustee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Copy 1

PLAN OF MERGER OF  
**FIRST BAPTIST CHURCH OF ELBERTA,**  
An Alabama nonprofit corporation  
-into-  
**POINT BAPTIST CHURCH, INC.,**  
A Florida not for profit corporation

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1. Constituent Corporations. The names of the constituent corporations are **FIRST BAPTIST CHURCH OF ELBERTA**, and **POINT BAPTIST CHURCH, INC.**, hereinafter called, respectively "Elberta" and "Point".

2. Surviving Corporation. The surviving corporation will be Point.

ARTICLE II  
MEMBERS OF CONSTITUENT CORPORATIONS

Members. After the effective date of the Merger the members of Elberta shall thereafter become members of Point.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

Merger. Elberta shall provide Point with a list of, and all title documents to all of its property, real and personal, tangible and intangible, and every other asset, including operating, capital and endowment accounts and those rights which it enjoys as a beneficiary of a trust or similar arrangement, and all of its records, all of which property, assets, rights and records shall inure to the benefit of Point.

ARTICLE IV

MISCELLANEOUS PROVISIONS

1. Effective Date. This plan has been approved by the respective members of the constituent corporations and Articles of Merger shall be filed with the Florida Secretary of State, as required under Florida Statute 617, Corporations Not for Profit and with the Judge of Probate of Baldwin County, Alabama and the Alabama Secretary of State, as required by Section 10A-1-4.02 of the Code of Alabama. The merger shall become effective upon the approval of the Articles of Merger by the Florida Secretary of State, the Baldwin County, Alabama Judge of Probate and the Alabama Secretary of state. Each corporation shall conduct its own affairs until the merger becomes effective.

2. Effect of Merger. When the Articles of Merger have been approved by the Florida Secretary of State, as provided for under Florida Statute Chapter 617, Corporations Not for Profit, and the Alabama Secretary of State, as provided in Section 10A-1-4.02 of the Code of Alabama, the separate existence of the Elberta shall cease and said corporation shall be merged in accordance with the provisions of this plan into the Point, which shall survive such merger; shall continue in existence; and, shall without other transfer, succeed to the ownership and possession of all the rights, privileges,

immunities, and powers of each of the constituent corporations. All the property and assets, real and personal, tangible and intangible, including operating, capital and endowment and trust funds and all rights which it enjoys as a beneficiary of any trust or similar arrangement, all causes of action, and every other asset of each of the constituent corporations, shall vest in Point, as the surviving corporation, without further act or deed; provided, however, that Point, as the surviving corporation, shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. Notwithstanding the foregoing, if any act is required or would be helpful by a constituent corporation in order to transfer any such property, assets or rights, each such constituent corporation will perform any and all such acts. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such merger. No action of proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in such action in place of either constituent corporation.

3. Further Obligations of Point. It is understood and agreed that following the merger Point shall have the following continuing obligations and responsibilities:

a. Use of Funds received from Elberta. The use of funds received from Elberta: All bank accounts and other monetary investments owned by Elberta and transferred to the Point pursuant to this plan of merger shall only be used to improve and maintain the capital improvements of the real property or the purchase of adjacent property for parking.

b. Use of the Premises at 2891 Main Street, Elberta, Alabama. It is important to note that the membership of Elberta occupied the church and related facilities at 2891 Main Street in Elberta, Alabama for over 90 years and they have dedicated their beloved church to the service of God and the spreading of the Gospel. They consider the property to be Holy Ground. It is important to them that said premises continue to be dedicated to the service of the Lord. Accordingly, Point acknowledges that the property at 2891 Main Street will be held subject to the condition that if Point ever elects to sell the property or if Point ever elects to use the property for any purpose other than as a church or related facility, Point will first offer to sell the property for the same purchase amount to the Baldwin Baptist Association. The exception to this is if the Point sells the said property to build a new church in the City of Elberta because they have out grown the facilities.

c. Compensation to Pastor and Staff. Point shall offer to keep Elberta's current church cleaner and grounds keeper on for at least the rest of the year. Except if quality of work or other dismissal issues arise. Job Descriptions will be provided by Elberta. Elberta's Pastor will receive severance pay per the bylaws of our Constitution

4. Membership Privileges. Following the merger, the Point will extend to all members of Elberta the invitation to go through Point's membership class with the option to become a member in good standing of The Point Church.

5. Expenses of Merger. The Point shall pay all expenses of carrying this plan into effect and of accomplishing the merger.

6. Articles of Incorporation. The Articles of Incorporation for Point shall remain unchanged.

7. Counterparts. For the convenience of the parties and to facilitate approval of this plan, four (4) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

ARTICLE V

ADOPTION OF PLAN OF MERGER

The foregoing plan has been duly approved and adopted by the members of Point by a unanimous vote of 131 to 0 on March 29, 2020, and by the members of Elberta unanimously by a vote of 12 to 0 on March 15, 2020.

Point Baptist Church, Inc.  
a Florida non-profit corporation

By: Barbara Dubose  
Barbara Dubose, Its Trustee

2020 APR 17 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Point Baptist Church, Inc.  
a Florida non-profit corporation

By: Thomas Sullivan  
Thomas Sullivan, Its Trustee

2020 APR 17 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Point Baptist Church, Inc.  
a Florida non-profit corporation

By: Shirley Parker  
Shirley Parker, Its Trustee

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First Baptist Church of Elberta,  
an Alabama non-profit corporation

By: Karen Lee  
Karen Lee, Its Trustee

2020 APR 17 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

First Baptist Church of Elberta,  
an Alabama non-profit corporation

By: Ken Black  
Ken Black, Its Trustee

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