

755298

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

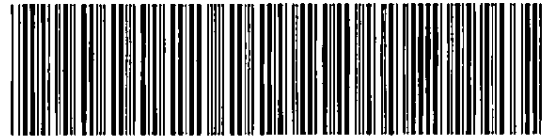
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100403001531

Merger

2023 FEB 27 AM 10:20

FILED

ALLAHASSET, FLOR

2023 FEB 27 PM 2:13

RECEIVED

A. RAMSEY

FEB 28 2023


CAPITAL CONNECTION, INC.

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

West Pensacola Baptist Church, Inc.

Please Debit 120000000257 For: 78.75

Thank you Seth Neeley



Signature

Requested by: SETH

02/24/23

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 _____

FILED

ARTICLES OF MERGER OF
WEST PENSACOLA BAPTIST CHURCH, INC. 9823 FEB 27 AM 10: 20
A Florida not for profit 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:

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 and document number of the Merging Corporation, which is a Florida not for profit corporation are:

THE WARRINGTON BAPTIST CHURCH OF WARRINGTON, FLORIDA

Document #717119

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.

5. The Plan of Merger was adopted unanimously by the members of the Surviving Corporation on February 12, 2023.

6. The Plan of Merger was adopted by the members of the Merging Corporation by a vote of 39 in favor and 1 opposed on February 12, 2023.

Point Baptist Church, Incorporated,
a Florida non-profit corporation

By: Thomas Sullivan
Thomas Sullivan, Its Trustee

West Pensacola Baptist Church, Inc. , a
Florida non-profit corporation

By: Norman P. Weathers
Norman Weathers, Its Vice-President

PLAN OF MERGER OF
WEST PENSACOLA BAPTIST CHURCH, INC.,
A Florida not for profit 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 WEST PENSACOLA BAPTIST CHURCH, INC., and POINT BAPTIST CHURCH, INC., hereinafter called, respectively "West Pensacola" 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 West Pensacola shall thereafter become members of Point.

ARTICLE III
TERMS AND CONDITIONS OF PROPOSED MERGER

Merger. West Pensacola 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. The merger shall become effective upon the approval of the Articles of Merger by the 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, the separate existence of the West Pensacola 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. Membership Privileges. Following the merger, Point will extend to all members of West Pensacola all privileges, rights and responsibilities accorded to them prior to the merger.

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

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

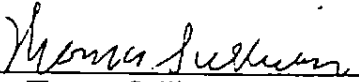
6. Counterparts. For the convenience of the parties and to facilitate approval of this plan, two (2) counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

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 on February 12, 2023, and by the members of West Pensacola by a vote of 39 in favor and 1 opposed on February 12, 2023.

Point Baptist Church, Incorporated,
a Florida non-profit corporation

By: 
Thomas Sullivan, Its Trustee

West Pensacola Baptist Church, Inc. , a
Florida non-profit corporation

By: 
Norman Weathers, Its Vice-President