

758545

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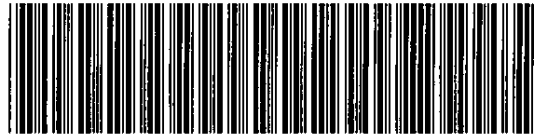
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2008 FEB 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

2-29-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FIRST UNITED METHODIST CHURCH OF BOCA RATON, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph Mannino, Esquire
(Contact Person)

Sciarretta & Mannino
(Firm/Company)

7301-A West Palmetto Park Road, #305-C
(Address)

Boca Raton, FL 33433
(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph Mannino At (561) 338-9900
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ 2 Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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
FIRST UNITED METHODIST CHURCH OF BOCA RATON, INC.	Florida	758545

SECOND: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
BOCA WEST COMMUNITY UNITED METHODIST CHURCH, INC	Florida	729159

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become 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 November 25, 2007. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows: 190 FOR and 60 AGAINST.

SIXTH: The Plan of Merger was adopted by the members of the merging corporation on November 25, 2007. The number of votes cast for the merger was sufficient for approval and the vote for the Plan of Merger was as follows: : 78 FOR and 1 AGAINST.

Dated: FEBRUARY 5, 2008

BOCA WEST COMMUNITY
UNITED METHODIST CHURCH, INC

By John H. Bruning
John H. Bruning, Chairman of Trustees
FIRST UNITED METHODIST CHURCH
OF BOCA RATON, INC.

By Rex Ciavola
Rex Ciavola, Chairman of Trustees

FILED
2008 FEB 28 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 617.1101 Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation. The Plan of Merger is between FIRST UNITED METHODIST CHURCH OF BOCA RATON, INC., a Florida not-for-profit corporation, referred to as the surviving corporation, and BOCA WEST COMMUNITY UNITED METHODIST CHURCH, INC, a Florida not-for-profit corporation, referred to as the absorbed corporation.

STIPULATIONS

A. FIRST UNITED METHODIST CHURCH OF BOCA RATON, INC. is a Florida not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 625 NE Mizner Boulevard, Boca Raton, Florida 33432.

B. BOCA WEST COMMUNITY UNITED METHODIST CHURCH, INC is a Florida not-for-profit corporation organized and existing under the laws of the State of Florida with its principal office at 9087 Glades Road, Boca Raton, Florida 33434.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interest of the corporations that BOCA WEST COMMUNITY UNITED METHODIST CHURCH, INC, a Florida not-for-profit corporation, be merged into FIRST UNITED METHODIST CHURCH OF BOCA RATON, INC., a Florida not-for-profit corporation, pursuant to the provisions of Sections 617. 1101 et seq. of the Florida Not for Profit 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

BOCA WEST COMMUNITY UNITED METHODIST CHURCH, INC, a not-for-profit corporation, shall merge with and into FIRST UNITED METHODIST CHURCH OF BOCA RATON, 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 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.

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 term 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 the 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 interest of either corporation.