

769117

Beuel Lutheran Church
1801 62nd Avenue North
St. Petersburg, FL 33702-7119

July 17, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

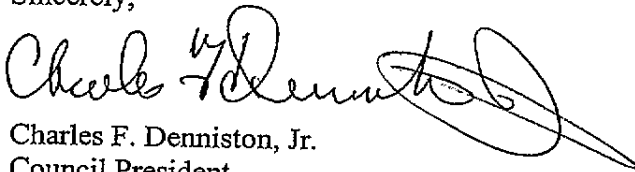
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*****78.75 *****78.75

Re: Our #769117

Dear Sirs:

We are requesting a certified copy of the Articles of Merger and also a Certificate showing the name of Hope Lutheran Church.

Sincerely,


Charles F. Denniston, Jr.
Council President

FILED
02 AUG 30 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Deborah Austin
Gave permission to correct 4th
para. in the "Plan" of Merger

769117
Morgan + Ne
12/28/02
7-30-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 1, 2002

BETHAL LUTHERAN CHURCH
% CHARLES DENNISTON, JR.
1801 62ND AVENUE NORTH
ST. PETERSBURG, FL 33702-7119

SUBJECT: BETHEL EVANGELICAL LUTHERAN CHURCH OF ST.
PETERSBURG, FLORIDA
Ref. Number: 769117

We have received your document for BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 202A00046286

ARTICLES OF MERGER
Merger Sheet

MERGING:

ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK,
FLORIDA, INC., a Florida entity, document 703942

INTO

BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG,
FLORIDA which changed its name to

HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC., a
Florida entity, 769117

File date: August 30, 2002

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
(Not for Profit Corporations)

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

Bethel Evangelical Lutheran Church Pinellas County, Florida
of St. Petersburg, Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

St. Stephen Evangelical Lutheran Church Pinellas County, Florida
of Pinellas Park, Florida, Inc.

02 AUG 30 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

OR 08 / 01 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on January 13, 2002.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
63 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) _____ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on November 11, 2001. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 33 FOR 2 AGAINST

SECTION II

(CHECK IF APPLICABLE) _____ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

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 name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Bethel Evangelical Lutheran Church Pinellas County, Florida
of St. Petersburg, Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

St. Stephen Evangelical Lutheran Church Pinellas County, Florida
of Pinellas Park, Florida, Inc.

The terms and conditions of the merger are as follows:

See attached Plan and Agreement of Merger

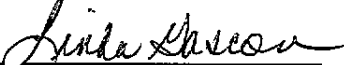
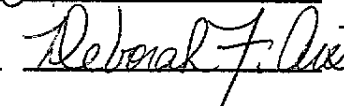
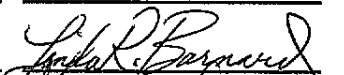
A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger are as follows:

The new name of the surviving corporation shall be Hope Lutheran Church of St. Petersburg, Florida, Inc.

Other provisions relating to the merger are as follows:

N/A

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Bethel Evangelical Lutheran Church of St. Petersburg, Florida		Charles R. Stewart, Vice President
" "		Linda Gascon, Secretary
" "		Deborah F. Austin, Treasurer
St. Stephen Evangelical Lutheran Church of Pinellas Park, Florida, Inc.		Linda R. Barnard, President
" "		Kris Wright, Secretary
" "		Ethel Van Hise, Treasurer

PLAN AND AGREEMENT OF MERGER BETWEEN
BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA
A Florida Not for Profit Corporation,
AND
ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK,
FLORIDA, INC.,
A Not for Profit Corporation

THIS PLAN AND AGREEMENT OF MERGER, made and entered into this 1st day of July, 2002, by and between BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, a Florida not-for-profit corporation and ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC., a Florida not-for-profit corporation, said corporations being hereinafter sometimes referred to jointly as "constituent corporations,"

WITNESSETH:

WHEREAS, BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of Florida in 1959 (reincorporated in 1983), and

WHEREAS, ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in 1962, and

WHEREAS, the Board of Directors of each of the constituent corporations and Congregations in special called meetings deem it advisable that BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA and ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. be merged

on the terms and conditions hereinafter set forth in accordance with the Florida Not For Profit Corporation Act, Section 617.1105 Florida Statutes

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and conditions hereinafter set forth, BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA and ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC., hereby agree each with the other as follows:

ARTICLE I

BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA and ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. shall be merged into a single corporation, in accordance with the provisions of the General Not for Profit Corporation Act of the State of Florida by ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. merging into BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, that is, using the existing BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA Corporate Federal and State Tax numbers, but changing the name to HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC..

ARTICLE II

Upon the merger becoming effective:

1. The constituent corporations shall be a single corporation and the name of BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, the surviving corporation, shall be changed to HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC., a Not for Profit Corporation;
2. The separate existence of ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. shall cease, except to the extent provided for by the laws of the State of Florida in the case of a corporation after its merger to another corporation;
3. The real estate and certain improvements thereon now commonly known as the situs of ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. shall be sold pursuant to agreement of the membership and Board of Directors of ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. and the proceeds of the sale shall be distributed pursuant to agreement of the membership and directors of ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC., which agreements to sell and to disburse proceeds shall be deemed to be transferred to and vested in HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC. as the surviving corporation; and those designated for Synodical or other use forwarded to the same in the most expeditious fashion. The terms of said agreements shall not be impaired by reason of the merger but shall become a binding obligation upon the surviving corporation, and the terms and conditions of the said agreements shall be performed by the surviving corporation;

ARTICLE III

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

ARTICLE IV

Initially there shall be a minimum of eight (8) or a maximum of twelve (12) directors (council members) of the surviving corporation, in addition to the pastors of each merging congregation. These directors will be elected at the constituting congregational meeting at which this plan and agreement is adopted as well. Such persons shall hold office until the first annual meeting of the merged congregation and until their successors are elected according to the bylaws of the surviving corporation.

ARTICLE V

This Plan and Agreement, having been adopted at the constituting meeting of the merging congregation membership shall take effect and be deemed to be the Plan and Agreement of Merger of BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA and ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. in accordance with Synodical and ELCA guidelines and in accordance with the Not For Profit Corporation Act of the State of Florida.

ARTICLE VI

The call/interim contract of the Pastors of the merging congregations shall be continued and shall be an obligation of the surviving corporation, HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC., following the adoption of the Plan and Agreement for Merger. The new Church Council of HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC., will honor the agreed termination point of August 1, 2002, however, for the Intentional Interim Pastor coming from BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA. It is further understood that the Pastor coming from ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. shall resign at the time a new Pastor for the merged congregation arrives, but with the agreement of the Bishop's Office will serve as the Interim Pastor until the arrival of the new Pastor.

4. The surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment by the surviving corporation as if the merger had not taken place, or the surviving corporation may be substituted in place of the constituent corporations. Neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by the merger;
5. The Articles of Incorporation, Constitution and Bylaws of HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC., as adopted immediately prior to the effective date of the merger shall be the Articles of Incorporation, Constitution and Bylaws of the surviving corporation.
6. For all accounting purposes, the effective date of the merger shall be deemed to be the close of business on the 31st day of July, 2002;
7. Subject to the provisions of sub-paragraph (III) herein, the surviving corporation shall thereupon possess all the rights, privileges, immunities and franchises of each of the constituent corporations, and all moveable property, real, personal and mixed, and debts due on whatever account, and all choices in action, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC. as the surviving corporation, without further action or deed; and the title to any unsold personal property, or any interest therein, vested in any of the constituent corporations shall not revert to or be in any way impaired by reason of the merger, but shall vest in the surviving corporation.
8. Subject to the provisions of Article V herein subsequent to the merger, the surviving corporation shall be governed by the constitution of HOPE LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, INC. as amended and adopted on the 23 day of June, 2002, by a two-thirds majority of voting members of the merging congregations, and
9. The surviving corporation shall financially operate pursuant to the combined respective budgets of ST. STEPHEN EVANGELICAL LUTHERAN CHURCH OF PINELLAS PARK, FLORIDA, INC. and BETHEL EVANGELICAL LUTHERAN CHURCH OF ST. PETERSBURG, FLORIDA, unless and until a merged budget is approved.

ARTICLE VII

It is also our understanding that all Non-Pastoral Staff (that is A.I.M.s and Music Staff) of our merging congregations will be offered employment for up to 6 months after the merger. We are calling this a "time of transition", and it is an experiment with staffing for mission and growth as well. In the case of the A.I.M.'s it is understood that their contract or call may be extended up to 3 months beyond the arrival of a new called Pastor, who will among other early assignments conduct an evaluation process with the merged congregation of their positions. This understanding will be made part of the job descriptions written for all staff prior to the merger by a joint task force. Those job descriptions can be adjusted and renewed by the new Pastor in consultation with the Church Council. We understand that the new Pastor will be the day-to-day supervisor of all staff, and a participant in all hiring (and termination) decisions.

Signed Rev. Dr. R. G. Inwood, (Title) Asst. to the Bishop Date: 6/23/02
Signed Charles Y. Deenick, (Title) Congregational Date: 6-23-02
President