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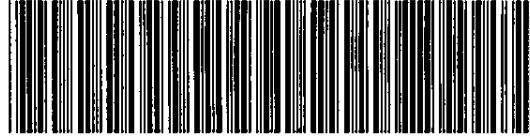
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**Church Legal Center**  
*Your Church's Partner for Legal Matters*

**Rev. John P. Joseph, Esq., CCA**

2429 Central Avenue, Suite 201  
St. Petersburg, FL 33713

Tel: 727-388-5097  
Fax: 727-490-2291

churchattorney@gmail.com  
www.churchlegalcenter.com

April 4, 2016

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger between St. Andrews Presbyterian Church and  
Westminster Presbyterian Church.

St. Andrews Presbyterian Church Surviving Entity

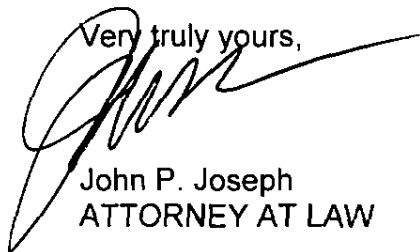
Dear Sir or Madam:

Please find enclosed the Plan of Merger and Articles of Merger for filing. Both are Florida nonprofit corporations and their Document Numbers are contained in the Articles of Merger.

I am enclosing my office check for \$78.75 (\$35.00 for each entity plus \$8.75 for a Certified Copy) for their filing. An additional copy of the Articles are enclosed for the certified copy.

Please return all correspondence concerning this matter to my law office and my attention. Should you have any questions please feel free to call. Thank you.

Very truly yours,



John P. Joseph  
ATTORNEY AT LAW

ENCLOSURES

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TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

Believing it is the will of our Heavenly Father and His son Jesus Christ as demonstrated through the working of the Holy Spirit the following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to section 617.1105, Florida Statutes. The undersigned, being the presidents and secretaries of ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC., a Florida non-profit corporation and WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC., a Florida non-profit corporation, and hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

### ARTICLE I

#### THE NAME AND JURISDICTION OF THE SURVIVING CORPORATION:

ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC.,  
a Florida non-profit corporation  
(Hereinafter referred to as "St. Andrews")  
Document Number: 769195

### ARTICLE II

#### THE NAME AND JURISDICTION OF THE MERGING CORPORATION:

WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN  
THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC.,  
a Florida non-profit corporation  
(Hereinafter referred to as "Westminster").  
Document Number: 724636

### ARTICLE III

#### PLAN OF MERGER

A copy of the Plan of Merger is attached as Exhibit "A".

## ARTICLE IV

### ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by ST. ANDREWS a Florida non-profit corporation at a meeting of its members held on 6 March, 2016. Proper notice of the business meeting was given and a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote for the Plan of Merger was 122 in favor and 0 opposed.

## ARTICLE V

### ADOPTION OF MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by WESTMINSTER, a Florida non-profit corporation, at a meeting of its members held on Feb 28, 2016. Proper notice of the business meeting was given and a quorum was present. The number of votes cast in favor of the merger was sufficient for approval. The vote for the Plan of Merger was 14 in favor and 0 opposed.

## ARTICLE VI

### EFFECTIVE DATE

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

**EXECUTED** on behalf of their respective membership by their officers pursuant to the special business meetings called for the purpose of merger:

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger on Feb 28, 2016.

**ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC.,  
A Florida Non-Profit Corporation,**

By:   
Mr. William D. Warden, Chairman and President


By:   
Mr. Andrew J. Foster, III Treasurer

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**ACKNOWLEDGEMENT**

Mr. William D. Warden and Mr. Andrew J. Foster, III on behalf of the Corporation, acknowledged the foregoing instrument before me this 7<sup>th</sup> day of March, 2016. They are personally known to me \_\_\_\_\_ or has produced FL ID. as identification and did take an oath. They executed the foregoing Articles of Merger as adopted and voted upon by their church and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 7<sup>th</sup> day of March, 2016.

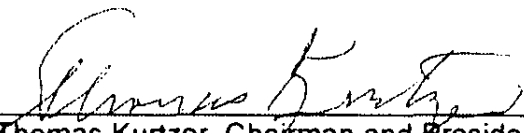
  
Signature of Notary


MY COMMISSION EXPIRES: Nov. 30, 2016



Barbara S. Stevens  
State of Florida  
My Commission Expires 11/30/2016  
Commission No. FF 838538

**WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN  
THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC.,  
A Florida Non-Profit corporation,**

By:   
Mr. Thomas Kurtzer, Chairman and President

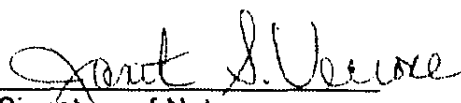
By:   
Ms. Joyce Cain, Secretary

**STATE OF FLORIDA  
COUNTY OF PASCO**

**ACKNOWLEDGEMENT**

Mr. Thomas Kurtzer and Ms. Joyce Cain on behalf of the Corporation, acknowledged the foregoing instrument before me this 29TH day of FEBRUARY, 2016. They are personally known to me ☒ or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Articles of Merger as adopted and voted upon by their church and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 29TH day of FEBRUARY, 2016.

  
Signature of Notary

MY COMMISSION EXPIRES:



JANET S. VERRONE  
MY COMMISSION # EE 851847  
EXPIRES: March 10, 2017  
Bonded Thru Budget Notary Services

**EXHIBIT "A"**

**PLAN OF MERGER**

## **PLAN OF MERGER**

**Between**

**ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC.,  
And  
WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN  
CHURCH IN THE UNITED STATES, NEW PORT RICHEY, FLORIDA,  
INC.,**

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes between ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC., a Florida Non-Profit Corporation, and WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC., a Florida Non-Profit Corporation.

### **ARTICLE I**

#### **Constituent Corporations**

The name of each constituent Corporation is ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC., a Florida Non-Profit Corporation (hereinafter referred to as "ST. ANDREWS , "); and WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC., a Florida Non-Profit Corporation (hereinafter referred to as "WESTMINSTER").

### **ARTICLE II**

#### **Merger**

Under F.S. 617.1101-1107 WESTMINSTER shall be merged into ST. ANDREWS (the 'merger').

### **ARTICLE III**

#### **Surviving Corporation**

ST. ANDREWS, shall be the surviving Corporation of the merger.



**ARTICLE IV**  
**Articles of Incorporation**

The articles of incorporation of ST. ANDREWS, in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V**  
**Directors, Trustees and Officers**

The directors, trustees and officers of ST. ANDREWS, immediately before the merger shall continue to be the directors, trustees and officers immediately following the merger.

**ARTICLE VI**  
**Members**

The members of ST. ANDREWS, and WESTMINSTER immediately before the merger shall all be members of ST. ANDREWS, immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of ST. ANDREWS, by its charter and by-laws.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the merger, the separate existence of WESTMINSTER shall cease and ST. ANDREWS, without further action, shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of WESTMINSTER including, but not limited to, real property, personal property, chattel, fixtures, intellectual property, tangible and intangible in nature, contractual rights and the like, without further action, shall be fully vested in ST. ANDREWS, immediately following the merger.

Following the merger ST. ANDREWS shall receive, hold and honor any and all testimonial, trust, designated or foundational gifts for the purposes for which they were donated to WESTMINSTER.

Following the merger, ST. ANDREWS, shall be responsible for all liabilities and obligations of WESTMINSTER. Any claim existing or action or proceeding pending against WESTMINSTER may be continued as if the merger did not occur or ST. ANDREWS, may be substituted for WESTMINSTER in any such proceeding. Neither the rights of creditors of nor any liens on the property of WESTMINSTER shall be impaired by the merger.

**ARTICLE VIII**  
**Approval by Members**

This Plan of Merger, hereby approved by the Board of Directors and Trustees of each constituent Corporation, shall be submitted, along with Articles of Merger, for the approval by the voting membership of each constituent Corporation in the manner provided by the applicable laws of the State of Florida at such time as to which the Board of Directors and Trustees of the constituent Corporations may agree.

**ARTICLE IX**  
**Effective Date**

The merger shall be effective when the Articles of Merger are filed with the State of Florida Department of State, or at such other time specified in the Articles of Merger.

**ARTICLE X**  
**Abandonment**

Notwithstanding anything to the contrary contained in this plan, this Plan of Merger may be terminated and abandoned by the Board of Directors and Trustees of ST. ANDREWS, or the Board of Directors and Trustees of WESTMINSTER at any time before the filing of Articles of Merger.

Executed on behalf of the parties by their officers, pursuant to the authorization of their respective Board of Directors and Trustees on the date first below written.

IN WITNESS WHEREOF, this Plan of Merger has been approved and executed by the undersigned officers on 2/26, 2016.

**ST. ANDREWS PRESBYTERIAN CHURCH, DUNEDIN, FLORIDA, INC.,**  
**A Florida Non-Profit Corporation,**

By:   
Mr. William D. Warden, Chairman and President

By:   
Mr. Andrew J. Foster, III, Treasurer

STATE OF FLORIDA  
COUNTY OF PINELLAS

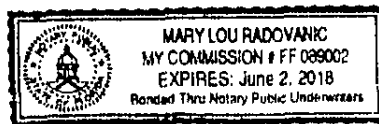
ACKNOWLEDGEMENT

Mr. William D. Warden and Mr. Andrew J. Foster, III on behalf of the Corporation, acknowledged the foregoing instrument before me this 26<sup>th</sup> day of February, 2016. They are personally known to me ✓ or has produced \_\_\_\_\_ as identification and did take an oath. They executed the foregoing Plan of Merger as voted upon by the Board of Directors and Trustees and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 26<sup>th</sup> day of February, 2016.

Mary Lou Radovanic  
Signature of Notary

MY COMMISSION EXPIRES:



**WESTMINSTER PRESBYTERIAN CHURCH OF THE PRESBYTERIAN CHURCH IN  
THE UNITED STATES, NEW PORT RICHEY, FLORIDA, INC.,  
A Florida Non-Profit corporation,**

By: *Thomas Kurtzer*  
Mr. Thomas Kurtzer, Chairman and President

By: *Joyce Cain*  
Ms. Joyce Cain, Secretary

**STATE OF FLORIDA  
COUNTY OF PASCO**

**ACKNOWLEDGEMENT**

Mr. Thomas Kurtzer and Ms. Joyce Cain on behalf of the Corporation, acknowledged the foregoing instrument before me this 22 day of February, 2016. They are personally known to me ✓ or has produced IDA as identification and did take an oath. They executed the foregoing Plan of Merger as voted upon by the Board of Directors and Trustees and they signed this document freely and of their own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 22 day of February, 2016.

*Janet S. Verrone*  
Signature of Notary

MY COMMISSION EXPIRES:



JANET S. VERRONE  
MY COMMISSION # EE 851847  
EXPIRES: March 10, 2017  
Bonded Thru Budget Notary Services