

F00000001390

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

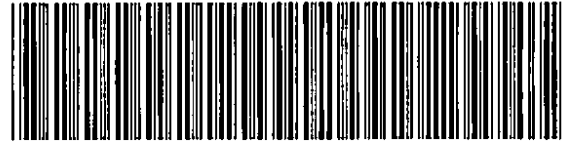
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2023 MAR 20
SECRET
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2023

BETH L. KONKEN
2800 ROUTE 22
PATTERSON, NY 12563 US

SUBJECT: CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES, INC.
Ref. Number: F06000001390

We have received your document and check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

PLEASE COMPLETE ONLY ONE SECTION IN SECTION SIXTH OF THE DOCUMENT. **** EXHIBIT A AS MENTIONED IN YOUR DOCUMENT MUST BE ATTACHED.

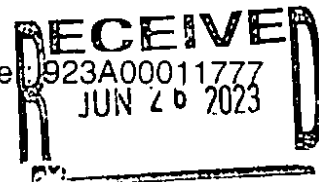
Please include the exhibit(s) referred to in your document.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number 923A00011777



Christian Congregation of Jehovah's Witnesses

675 Red Mills Road, Walkill, NY 12589, U.S.A.
Phone: (845) 306-1100



March 10, 2023

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

Re: Articles of Merger—Daytona Beach (FL) Assembly Hall of Jehovah's Witnesses, Inc. (Number: N94000002986), Central Florida Assembly Hall of Jehovah's Witnesses, Inc. (Number: N00363), West Palm Beach Christian Convention Center of Jehovah's Witnesses, Inc. (Number: N98000005021)

Dear Sir or Madam:

We are writing to inform you that the above-referenced corporations are merging with Christian Congregation of Jehovah's Witnesses (Number: F06000001390). Enclosed for filing are articles of merger and the plan of merger. Also enclosed is a check for \$148.75 (\$35 filing fee for each merging and surviving corporation and \$8.75 for a certified copy). Upon filing, we would appreciate a certified copy.

Please let me know if you have any questions. You can email me at InboxLGLCorporate.US@jw.org or call 845-306-0700. Thank you for your assistance with this matter.

Yours very truly,

A handwritten signature in black ink, appearing to read "Beth L. Korkon".

Attorney-at-Law

Enclosures: 3

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Christian Congregation of Jehovah's Witnesses

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Beth L. Konken

(Contact Person)

(Firm/Company)

2800 Route 22

(Address)

Patterson, NY 12563

(City/State and Zip Code)

For further information concerning this matter, please call:

Beth L. Konken

(Name of Contact Person)

At (845) 306-0700

(Area Code & Daytime Telephone Number)

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2023 APR 20
SECRET

ARTICLES OF MERGER
(Not for Profit Corporation)

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
Christian Congregation of Jehovah's Witnesses	New York	F06000001390

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Daytona Beach (FL) Assembly Hall of Jehovah's Witnesses, Inc.	Florida	N94000002986
Central Florida Assembly Hall of Jehovah's Witnesses, Inc.	Florida	N00363
West Palm Beach Christian Convention Center of Jehovah's Witnesses, Florida, Inc.	Florida	N98000005021

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: ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the members of the surviving corporation on June 27, 2022.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

41 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)

- a. As to Daytona Beach (FL) Assembly Hall of Jehovah's Witnesses, Inc., the plan of merger was adopted by the members of the merging corporation(s) on August 16, 2022. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 FOR 0 AGAINST
- b. As Central Florida Assembly Hall of Jehovah's Witnesses, Inc., the plan of merger was adopted by the members of the merging corporation(s) on August 18, 2022. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 5 FOR 0 AGAINST
- c. As to West Beach Christian Convention Center of Jehovah's Witnesses, Florida, Inc., 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 August 16, 2022. The number of directors in office was 5. The vote for the plan was as follows: 5 FOR 0 AGAINST

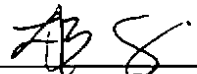
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

DAYTONA BEACH (FL) ASSEMBLY
HALL OF JEHOVAH'S WITNESSES, INC.



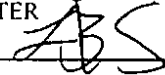
LaShafta B. Cunningham, Secretary

CENTRAL FLORIDA ASSEMBLY HALL OF
JEHOVAH'S WITNESSES, INC.



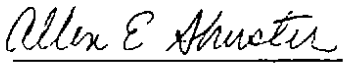
LaShafta B. Cunningham, Secretary

WEST PALM BEACH CHRISTIAN CONVENTION CENTER
OF JEHOVAH'S WITNESSES, FLORIDA, INC.



LaShafta B. Cunningham, Secretary

CHRISTIAN CONGREGATION OF
JEHOVAH'S WITNESSES



Allen E. Shuster, President

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:

<u>Name</u>	<u>Jurisdiction</u>
Christian Congregation of Jehovah's Witnesses	New York

The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
DAYTONA BEACH (FL) ASSEMBLY HALL OF JEHOVAH'S WITNESSES, INC.	Florida
CENTRAL FLORIDA ASSEMBLY HALL OF JEHOVAH'S WITNESSES, INC.	Florida
WEST PALM BEACH CHRISTIAN CONVENTION CENTER OF JEHOVAH'S WITNESSES, FLORIDA, INC.	Florida

The terms and conditions of the merger are as follows:

1. The merging corporations referenced above shall be merged into Surviving Corporation.
2. The current Bylaws of the Surviving Corporation shall remain the Bylaws.
3. The directors and officers of the Surviving Corporation at the Effective Date shall be unchanged and remain the directors and officers from and after the Effective Date until the expiration of their current terms and until their successors are elected and qualify, or prior resignation, removal or death, subject to the Certificate of Incorporation and Bylaws of the Surviving Corporation.
4. The members of the Surviving Corporation shall be unchanged and remain the members until resignation, removal, or death subject to the Certificate of Incorporation and Bylaws of the Surviving Corporation. The members of the merging corporations shall not be members of the Surviving Corporation. No cash or other consideration shall be paid to any members of the merging corporations.

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

The Restated Certificate of Incorporation of Christian Congregation of Jehovah's Witnesses attached as Exhibit A shall remain the Certificate of Incorporation of the Surviving Corporation. There were no amendments to this Restated Certificate of Incorporation made as a result of the merger.

Other provisions relating to the merger are as follows:

EXHIBIT A

**RESTATED
CERTIFICATE OF INCORPORATION
OF
CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES
Under Section 805 of the Not-for-Profit Corporation Law**

We, the undersigned, ALLEN E. SHUSTER, being the President of Christian Congregation of Jehovah's Witnesses, and LUTHER W. GEORGES, being the Secretary, hereby certify:

FIRST: The name of the corporation is Christian Congregation of Jehovah's Witnesses.

SECOND: The Certificate of Incorporation was filed by the State of New York Department of State on August 21, 2000.

THIRD: The text of the Certificate of Incorporation, as previously amended from time to time, is hereby further amended, without any change in purposes or powers, to effect the following amendments:

- a. To amend the first sentence of Article III to remove reference to specific nations, lands, or territories without changing the corporation's geographic area of activity as shown below:

The purposes of the corporation are religious, educational, and charitable and are specifically to: administer the congregations, assemblies, education, and public religious worship of Jehovah's Witnesses in the United States and in ~~Bermuda, the Turks and Caicos Islands, The Bahamas,~~ and any other nation, land, or territory designated by the ecclesiastical Governing Body of Jehovah's Witnesses; support the efforts of Jehovah's Witnesses to preach and teach the gospel of God's Kingdom under Christ Jesus as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); assist Jehovah's Witnesses to distribute Bibles, Bible-based literature containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17), and music, art, and other intellectual property of a religious or educational nature; assist congregations and groups of congregations of Jehovah's Witnesses to obtain buildings for religious worship; teach Jehovah's Witnesses to instruct and educate men, women, and children about the Bible and to own and/or operate schools to advance such purpose; arrange for and hold assemblies for religious worship (Leviticus 23); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

- b. To amend the first sentence of Article IX to add "The property of this corporation is irrevocably dedicated to charitable and/or religious purposes, and" as shown below:

The property of this corporation is irrevocably dedicated to charitable and/or religious purposes, and No no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political party or candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

- c. As shown below, to amend Article IX to correct the name of Watchtower Bible and Tract Society of New York, Inc., to describe it as a religious and charitable entity exempt from federal income tax, and to omit the word "educational" from the description of the types of organizations that would receive assets upon the winding up and dissolution of the corporation:

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to ~~the Watchtower Watch-Tower~~ Bible and Tract Society of New York, Inc., **an entity organized and operated exclusively for religious and charitable purposes and exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986.** If ~~the Watch-Tower~~ Watchtower Bible and Tract Society of New York, Inc., is not then in existence or is not then ~~and~~ a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious; ~~educational, and/~~ or charitable purposes, and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

- d. To omit the last sentence of Article V of the Certificate of Incorporation which set forth the names and addresses of the initial directors of the Corporation.

FOURTH: The text of the Certificate of Incorporation, as amended, is hereby restated to set forth its entire text, as amended heretofore, as follows:

CERTIFICATE OF INCORPORATION
OF
CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES
Under Section 402 of the Not-for-Profit Corporation Law

The undersigned incorporator hereby certifies:

ARTICLE I

The name of the corporation is CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES.

ARTICLE II

The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law and is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

ARTICLE III

The purposes of the corporation are religious, educational, and charitable and are specifically to: administer the congregations, assemblies, education, and public religious worship of Jehovah's Witnesses in the United States and in any other nation, land, or territory designated by the ecclesiastical Governing Body of Jehovah's Witnesses; support the efforts of Jehovah's Witnesses to preach and teach the gospel of God's Kingdom under Christ Jesus as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); assist Jehovah's Witnesses to distribute Bibles, Bible-based literature containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17), and music, art, and other intellectual property of a religious or educational nature; assist congregations and groups of congregations of Jehovah's Witnesses to obtain buildings for religious worship; teach Jehovah's Witnesses to instruct and educate men, women, and children about the Bible and to own and/or operate schools to advance such purpose; arrange for and hold assemblies for religious worship (Leviticus 23); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

ARTICLE IV

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

ARTICLE V

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The number of directors, directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be as provided in the bylaws. The names and addresses of the initial directors are as follows:

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is: Attn: Legal, 675 Red Mills Road, Wallkill, NY 12589-3292.

ARTICLE VIII

The office of this corporation is to be located in Ulster County, State of New York.

ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable and/or religious purposes, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political party or candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

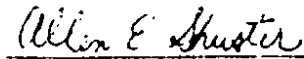
ARTICLE X

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred

to Watchtower Bible and Tract Society of New York, Inc., an entity organized and operated exclusively for religious and charitable purposes and exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986. If Watchtower Bible and Tract Society of New York, Inc., is not then in existence or is not then a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious or charitable purposes, and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

FIFTH: This Restated Certificate of Incorporation has been approved by the members of the Corporation in accordance with section 802 of the Not-for-profit Corporation Law and the Bylaws of the Corporation.

We have signed this certificate of the 21st day of JUNE, 2022, and we affirm the statements contained herein as true under penalties of perjury.



Allen E. Shuster, President



Luther W. Georges, Secretary

Restated Certificate

Of

Certificate of Incorporation

Of

Christian Congregation of Jehovah's Witnesses

Under Section 805 of the Not-for-Profit Corporation Law

Filed by: Beth L. Kouken
(Name)

2800 Route 22
(Mailing Address)

Patterson, NY 12563
(City, State and Zip Code)