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Merger

JUL 3 0 2012

T. BROWN

ARTICLES OF MERGER OF PRIMERA IGLESIA BAUTISTA HISPANA, INC., A Florida nonprofit corporation AND FELLOWSHIP CHURCH, INC. A Texas nonprofit 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.

I.

Inc.,

The name of the surviving corporation is Fellowship Church, a Texas not for profit corporation, document number F06000004768, authorized to do business in Florida as Fellowship Church Miami, Inc.

II.

The name of the merging corporation is Primera Iglesia Bautista Hispana, Inc., a Florida not for profit corporation, and its document number is 732926.

III.

The Plan of Merger is attached hereto as Exhibit "A" and is as follows:

The Board of Directors of Primera Iglesia Bautista Hispana, Inc. has been considering how to best ensure the fulfillment of its tenets of faith to preach the Gospel of Jesus Christ to the community of Miami and to the world.

As such, the Board resolved, and the membership approved, that it is in the best interest of Primera Iglesia Bautista Hispana, Inc. to merge and transfer its assets and liabilities, including all existing financial obligations, loans, leases and payroll obligations to Fellowship Church, Inc.

The Articles of Incorporation and Bylaws of Fellowship Church/shall remain unchanged as a result of the merger.

, Inc.

The name of the surviving corporation is Fellowship Church and the jurisdiction of said surviving corporation is Texas.

IV.

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

V.

The Plan of Merger was adopted by Primera Iglesia Bautista Hispana, Inc. on July 29, 2012 by a majority vote of the members present at the meeting of the merging corporation called for the purpose of approving the articles and plan of merger.

VI.

INC.

There are no members of the surviving corporation, Fellowship Church, entitled to vote on the articles and plan of merger. The plan of merger was unanimously adopted by the Board of Directors effective as of July 29, 2012.

VII.

This information is certified as true and correct by the following representatives of each corporation.

Primera Iglesia Bautista Hispana, Inc. A Florida not for profit corporation

By:

Lisbeth Salcedo. Secretary and Director

Fellowship Church, Inc.

A Texas not for profit corporation

 $\mathbf{R}\mathbf{v}$

. President and Director

EXHIBIT "A" PLAN OF MERGER BY AND BETWEEN PRIMERA IGLESIA BAUTISTA HISPANA, INC. A Florida nonprofit corporation AND FELLOWSHIP CHURCH, Inc. A Texas nonprofit corporation

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.

I,

, Inc.

The name of the surviving corporation is Fellowship Church and the jurisdiction of said surviving corporation is Texas.

II.

The name of the merging corporation is Primera Iglesia Bautista Hispana, Inc. and the jurisdiction of said merging corporation is Florida.

III.

The terms and conditions of the merger are as follows:

The Board of Directors of Primera Iglesia Bautista Hispana, Inc. has been considering how to best ensure the fulfillment of its tenets of faith to preach the Gospel of Jesus Christ to the community of Miami and to the world.

As such, the Board resolved, and the membership approved, that it is in the best interest of Primera Iglesia Bautista Hispana to merge and transfer its assets and liabilities, including all existing financial obligations, loans, leases and payroll obligations to Fellowship Church, Inc.

The Articles of Incorporation and Bylaws of Fellowship Church'shall remain unchanged as a result of the merger.

The name of the surviving corporation is Fellowship Church and the jurisdiction of said surviving corporation is Texas.

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

 $\cdot \mathbf{V}_{\bullet}$

The articles of incorporation and bylaws of Fellowship Church shall remain unchanged as a result of the merger.