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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southpointe Baptist Fellowship, 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:

David C. Gibbs III, Esq.

(Contact Person)

Gibbs Law Firm

(Firm/Company)

PO Box 5076

(Address)

Largo, FL 33779

(City/State and Zip Code)

For further information concerning this matter, please call:

David C. Gibbs III

(Name of Contact Person)

At (⁷²⁷) 362-3700

(Area Code & Daytime Telephone Number)

☒ 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

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ARTICLES OF MERGER

(Not for Profit Corporations)

(In accordance with the Florida Not for Profit Corporation Act, pursuant to Section 617.1105, Florida Statute)

Article I

The name and jurisdiction of the surviving corporation:

Southpointe Baptist Fellowship, Inc., Leesburg, FL, Doc. # N00000002134

Article II

The name and jurisdiction of each merging corporation:

Haines Creek Baptist Church, Inc., Leesburg, FL, Doc. # 720597

Article III

The Agreement and Plan of Merger is attached.

Article IV

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

Article V

Adoption of Merger by Surviving Corporation:

Section I: The plan merger was adopted by the members of the surviving corporation on August 14, 2016. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 200 FOR and 1 AGAINST


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Article VI


Section I: The plan of merger was adopted by the members of the merging corporation on June 19, 2016. The number of votes cast for the merger was sufficient for approval and the vote as follows: 44 FOR and 1 AGAINST

Article VII

Signature for Each Corporation



David Miller, Director, Chairman
Southpointe Baptist Fellowship, Inc.



Betty Blankenship, Treasurer
Haines Creek Baptist Church, Inc.

AGREEMENT AND PLAN OF MERGER

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IN COMPLIANCE WITH SECTION 617.1101, FLORIDA STATUTES

This agreement and plan of merger, this 21 day of September, 2016, (this "Agreement"), is entered into by and between Southpointe Baptist Fellowship, Inc., a Florida not for profit organization ("Southpointe"), and Haines Creek Baptist Church, Inc., a Florida not for profit organization ("Haines Creek"). Both together are hereinafter collectively referred to as the "Constituent Corporations."

WHEREAS, Southpointe is a not for profit corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, Haines Creek is a not for profit corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, the respective Board of Directors of Southpointe and Haines Creek have determined that is advisable and in the best interests of both corporations that Haines Creek merge with Southpointe upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, the respective members of Southpointe and Haines Creek, having voted in favor of said merger and in consideration of the premises and mutual agreements and covenants contained, hereby agree as follows:

1. Merger. Haines Creek shall be merged with and into Southpointe such that Southpointe shall be the Surviving Corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of Florida and the Merger shall become effective at the time provided by applicable law (the "Effective Time").
2. Governing Documents. Upon consummation of the Merger, the certificate of Incorporation of Southpointe shall be the Certificate of Incorporation of the Surviving Corporation, and the By-laws of Southpointe shall be the By-laws of the Surviving Corporation.
3. Directors of Southpointe. The persons who are directors of Southpointe immediately prior to the effective date of said Merger, shall be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.
4. Directors of Haines Creek. The persons who are directors of Haines Creek immediately prior to the effective date of said Merger, shall no longer be the directors of the Surviving Corporation, unless or until they have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. Successors. At the Effective Time, the separate corporate existence of Haines Creek shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations; subject to the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, and personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Haines Creek shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either Constituent Corporations may be prosecuted as if the Merger had not been taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Haines Creek, its Members, Board of Directors, and Committees thereof, officers or agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were respect to Haines Creek. The employees and agents of Haines Creek shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents at Haines Creek.
6. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.

IN WITNESS WHEREOF, Haines Creek and Southpointe have caused this Agreement to be executed and delivered as of the date first written above.

Haines Creek Baptist Church, Inc., a Florida not for profit corporation

By: Betty J Blankenship

Name: Betty Blankenship

Title: Treasurer

Southpointe Baptist Fellowship, Inc., a Florida not for profit corporation

By: David Miller

Name: David Miller

Title: Director, Chairmen

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CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS