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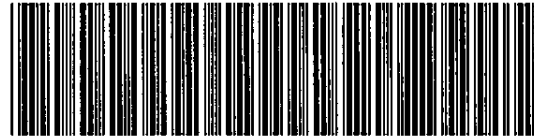
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*Merger*  
JAN 06 2017  
R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** 'SOUTH BAY COMMUNITY CHURCH, INC.

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Azurede Ross

\_\_\_\_\_  
Contact Person

Meridian Partners

\_\_\_\_\_  
Firm/Company

4600 W. Cypress Street, Suite 130

\_\_\_\_\_  
Address

Tampa, FL 33607

\_\_\_\_\_  
City, State and Zip Code

azurede@meridianpartnerslaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)


For further information concerning this matter, please call:

Azurede Ross

at ( 813 ) 443-5260

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Exhibit A**  
Articles of Merger

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**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to §617.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the *surviving* corporation is as follows:

Name: SOUTH BAY COMMUNITY CHURCH, INC.  
Jurisdiction: Florida  
Document Number: N01000003601

**SECOND:** The name and jurisdiction of the *merging* corporation is as follows:

Name: THE FIRST BAPTIST CHURCH OF APOLLO BEACH, INC.  
Jurisdiction: Florida  
Document Number: 703712

**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:** The plan of merger was adopted by the members of the surviving corporation on October 12<sup>th</sup>, 2016. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

FOR: 175 votes  
AGAINST: 0 votes  
ABSTAINED: 164

**SIXTH:** The plan of merger was adopted by the members of the merging corporation on July 3, 2016 at 11:00 a.m.. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

FOR: 17 votes  
AGAINST: 0 votes  
ABSTAINED: 1

**SOUTH BAY:**

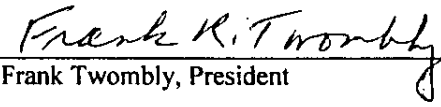
**SOUTH BAY COMMUNITY CHURCH, INC.,** a  
Florida not-for-profit corporation

By:   
David Speicher, President and Senior Pastor

Attest:   
By: 

**FAITH WORX:**

**THE FIRST BAPTIST CHURCH OF APOLLO  
BEACH, INC.,** a Florida not-for-profit corporation

By:   
Frank Twombly, President

Attest:   
By: 

Paul O. Portman, Secretary

James Kelly, Treasurer

**Exhibit B**  
**Plan of Merger**

**PLAN OF MERGER**

The following **PLAN OF MERGER** (the "Plan of Merger") is submitted in accordance with §617.1101, Florida Statutes:

The name and jurisdiction of the *surviving* corporation is as follows:

Name: **SOUTH BAY COMMUNITY CHURCH, INC.**  
Jurisdiction: Florida

The name and jurisdiction of the *merging* corporation is as follows:

Name: **THE FIRST BAPTIST CHURCH OF APOLLO BEACH, INC.**  
Jurisdiction: Florida

For the purposes hereof, the surviving corporation is referred to herein as "South Bay" and the merging corporation is referred to as "Faith Worx".

Terms and Conditions of the Merger as follows:

**ARTICLE I**

Merger

1.1 The merger of Faith Worx into South Bay shall become effective as of that date (the "Merger Date") on which the Articles of Merger and this Plan of Merger, are filed with the Florida Department of State, Division of Corporations as aforesaid.

**ARTICLE II**

Name and Continued Corporate Existence of Surviving Corporation

2.1 The corporate name of South Bay Community Church, Inc., the constituent corporation whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Faith Worx shall be wholly merged into South Bay. Accordingly, on the Merger Date the separate existence of Faith Worx, except insofar as may be continued by applicable law, shall cease.

**ARTICLE III**

Corporate Governance

3.1 The *Amended and Restated Articles of Organization of South Bay Community Church, Inc.* filed with the Florida Department of State, Division of Corporations on March 30, 2006 (the "Articles of Incorporation") shall be the charter of South Bay as the surviving corporation until the same are altered, amended or repealed, or until new articles of incorporation shall be adopted, in accordance with Applicable

Law. There shall be no changes to the Articles of Incorporation for South Bay as a result of or in connection with the merger.

3.3 The *Amended and Restated Bylaws of South Bay Community Church* bearing last revision date of February 2014 (the "Bylaws") shall be and remain the bylaws of South Bay as the surviving corporation until the same are altered, amended or repealed, or until new bylaws shall be adopted, in accordance with Applicable Law. There shall be no changes to the Bylaws for South Bay as a result of or in connection with the merger.

3.4 Until otherwise altered, amended or repealed, Article II of the Bylaws shall remain the stated *Purpose* of the South Bay as the surviving corporation and Article III of the Bylaws shall remain the *Statement of Faith* for South Bay as the surviving corporation.

#### ARTICLE IV

##### Board of Elders and Officers

4.1 As more particularly set forth in the Bylaws, South Bay as the surviving corporation shall be governed by its Board of Elders, who are and shall be, for all intents and purposes, deemed and considered the Board of Directors of South Bay.

4.2 Those persons previously appointed to the Board of Elders for South Bay and serving in such capacity as of the Merger Date shall continue to serve on the Board of Elders for South Bay as the surviving corporation until they withdraw or are removed in accordance with the Bylaws.

4.3 Those persons previously appointed by the Senior Pastor as Officers for South Bay and serving in such capacity as of the Merger Date shall continue as Officers for South Bay as the surviving corporation until they resign or are removed in accordance with the Bylaws.

4.4 If, on or after the Merger Date, a vacancy shall exist in the Board of Elders of South Bay as the surviving corporation, or in any of the offices, the vacancy shall be filled in the manner provided for in the Bylaws.

#### ARTICLE V

##### Membership

5.1 All existing Members of South Bay as of the Merger Date shall continue as Members of South Bay as the surviving corporation.

5.2 All existing Members of Faith Worx as of the Merger Date who so desire shall become Members of South Bay as the surviving corporation *subject to* each of them individually satisfying the qualifications for Membership contained in Article V, Section I of the Bylaws.

5.3 All Members of South Bay as the surviving corporation shall enjoy all rights and privileges set forth in the Articles of Incorporation, the Bylaws and Applicable Law.

#### ARTICLE VI

##### Assets and Liabilities

6.1 On the Merger Date, title to all of the real and personal property of Faith Worx (the "Property") shall vest, without further act or deed, in South Bay as the surviving corporation without reversion or impairment.

6.2 On the Merger Date, South Bay, as the surviving corporation, shall fully assume and become obligated upon all of the Liabilities of Faith Worx and such Liabilities may be enforced against South Bay as the surviving corporation to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it originally.

## **ARTICLE VII**

### **Post-Merger Church Operations; Pastoral Duties**

7.1 From and after the Merger Date, the Faith Worx Church and facilities shall be known as South Bay – Apollo Beach Campus.

7.2 From and after the Merger Date, the South Bay – Apollo Beach Campus shall adopt and follow the ministry, faith teachings and curriculum of South Bay, as set forth and mandated, from time to time, by the Board of Elders.