

No 1392

Requester's Name



FCAA.

The Family Christian Association of America, Inc.
14701 NW 7th Avenue • Miami, FL 33168

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL - 1 PM 3:49

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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-06/20/02--01049--001
*****43.75 *****43.75

- Walk in
- Mail out
- Pick up time
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

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-07/08/02--01028--003
*****35.00 *****35.00

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Merger
V SHEPARD JUL 8 2002

Examiner's Initials

JB

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**THE FLORIDA CONSORTIUM OF BLACK FAITH-BASED ORGANIZATIONS,
INC., a Florida corporation, N99000005454**

INTO

**THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC, a Florida entity,
N01392**

File date: July 1, 2002

Corporate Specialist: Velma Shepard



RECEIVED
JUL 01 2002

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 2002

THE FAMILY CHRISTIAN ASSOC. OF AMERICA, INC.
14701 NW 7TH AVE.
MIAMI, FL 33168

SUBJECT: THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC
Ref. Number: N01392

We have received your document for THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 702A00040738

Rec'd 7/5



The Family Christian Association of America, Inc.
 14701 NW 7th Avenue
 Miami, FL 33168
 T: 305.685.4881
 F: 305.685.4882
 www.fcaanet.org

July 1, 2002

Florida Department of State
 Ms. Velma Shepard
 Corporation Specialist
 P.O. Box 6327
 Tallahassee, FL 32314

Dear Ms. Shepard;

RE: Family Christian Association of America, Inc., Ref. Number: NO1392 and Letter Number: 702A00040738.

The additional fee of \$35.00 to file Article of Merger is enclosed, as well as the original document.

RECEIVED
 02 JUL 5 AM 9:17
 DISSOLUTION CORPORATIONS


Telephone number: (305) 685-4881
 Fax Number: (305) 685-4882
 Address: 14701 NW 7TH Avenue
 Miami, FL 33168-3103

The grand total:

Previously submitted	\$ 43.75
Additional	35.00
Total	\$78.75

Please do not hesitate to call if you need additional information.

Sincerely,



Herman K. Williams
 President/CEO

HKW/rp

Enclosure (2)

ARTICLES OF MERGER
(Not for Profit Corporations)

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

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DIVISION OF CORPORATIONS
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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Family Christian Association of America, Inc.</u>	<u>State of Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Florida Consortium of Black Faith-Based Organizations, Inc.</u>	<u>State of Florida</u>
_____	_____
_____	_____
_____	_____

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

OR July / 1 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on June 12, 2002.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
34 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) _____ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

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 _____ . The number of directors in office was _____ . The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on May 24, 2002. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 14 FOR 0 AGAINST

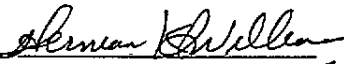
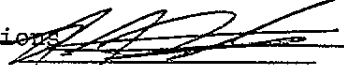
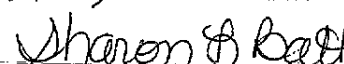

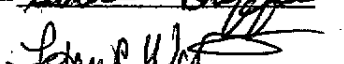
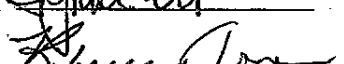
SECTION II

(CHECK IF APPLICABLE) _____ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

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 _____ . The number of directors in office was _____ . The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Florida Consortium of		Herman K. Williams, Chairman
Black Faith-Based Organizations		Brian Hankerson, Vice Chairman
		Sharon Battles, Secretary
<i>The</i> Family Christian Association		Essie Duffie, Chairman of the Board
of America, <i>INC.</i>		Lynn Washington, 1st Vice Chairman
		Rebecca Jones, Secretary

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>
<u>The Family Christian Association of America, INC.</u>	<u>State of Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Florida Consortium of Black Faith-Based Organizations, INC.</u>	<u>State of Florida</u>

The terms and conditions of the merger are as follows:

Florida Consortium of Black Faith-Based Organizations (FCOBFBO) will:

- Donate all assets to Family Christian Association of America (FCAA); cash and equipment.
- FCOBFBO will not request any seats on surviving corporation board of directors.
- Agree for board members of FCOBFBO to serve as an Advisory Board of FCAA; and Divisions.
- Assign any and all existing contracts to FCAA.

Family Christian Association of America (FCAA) will:

- Continue the purpose and programs of FCOBFBO, through the Advisory Board, specifically the Feed the Hungry Project, Youth Teen Conference, Faith-Keepers Golf Tournament and Faith-Based Sunday.
- Assume all FCOBFBO debts and liabilities.
- Accept the assignment of any and all existing contracts from FCOBFBO.

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

Other provisions relating to the merger are as follows: