

Merger
10/10/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRIDGEPOINT CHURCH, 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:

JULIUS HASKO
(Contact Person)

BRIDGEPOINT CHURCH, INC.
(Firm/Company)

5901 9TH AVENUE N.
(Address)

ST. PETERSBURG, FL 33710
(City/State and Zip Code)

For further information concerning this matter, please call:

JULIUS HASKO
(Name of Contact Person)

At (727) 698-4853
(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

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BRIDGEPOINT CHURCH, INC.</u>	<u>ST. PETERSBURG, FL</u>	<u>NOS 000009452</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Palm Harbor Community Church,</u> <u>INC.</u>	<u>Palm Harbor, FL</u>	<u>N 41274</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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

RECEIVED
DIVISION OF CORPORATIONS
12 OCT - 9 PM 1:20

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 April 15, 2012.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
83 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 July 1, 2012. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 23 FOR 1 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

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:

Name

Jurisdiction

BRIDGEPOINT CHURCH, INC.

ST. PETERSBURG, FL

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Palm Harbor Community Church, Inc.

Palm Harbor, FL

The terms and conditions of the merger are as follows:

BRIDGEPOINT CHURCH WILL ASSUME ALL ASSETS AND LIABILITIES FOR
PALM HARBOR COMMUNITY CHURCH, PER THE ATTACHED MERGER PLAN.

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

NOT APPLICABLE

Other provisions relating to the merger are as follows:

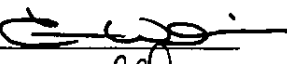
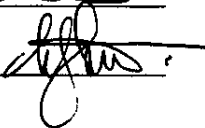
NOT APPLICABLE

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

BRIDGEPOINT CHURCH, INC.		TIM WHIPPLE
PALM HARBOR COMMUNITY CHURCH		CHAD JOHNSTON

**PLAN OF MERGER AND CONSOLIDATION BETWEEN BRIDGEPOINT CHURCH,
INC. A FLORIDA NON-PROFIT CORPORATION AND PALM HARBOR
COMMUNITY CHURCH, INC.**

THIS PLAN OF MERGER AND CONSOLIDATION is made and entered into this 1st day of October, 2012, between BRIDGEPOINT CHURCH, a Florida Non-Profit Corporation and PALM HARBOR COMMUNITY CHURCH.

WITNESSETH:

WHEREAS, Bridgepoint Church is a Florida Non-Profit Corporation organized and existing for religious purposes under the laws of the State of Florida, having been incorporated on September 12th, 2005; and

WHEREAS, Palm Harbor Community Church is a Florida Non-Profit Corporation organized and existing for religious purposes under the laws of the State of Florida, having been incorporated December 13th, 1990; and

WHEREAS, Bridgepoint Church and Palm Harbor Community Church wish to merge and consolidate into a religious corporation named Bridgepoint Church, Inc., which will be an Florida non-profit corporation pursuant to their Plan of Merger and Consolidation (the "Plan"); and

WHEREAS, the Board of Directors of Bridgepoint Church and Palm Harbor Community Church, respectively, as hereinafter more particularly set forth, deem it desirable and in the best interest of the corporations and their members that Palm Harbor Community Church be merged and consolidated into Bridgepoint Church, Inc., and the corporations, respectively, desire that they so merge and consolidate under and pursuant to the laws of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger and consolidation, the parties hereto covenant and agree as follows:

1. Merger/Consolidation. Palm Harbor Community Church, sometimes hereinafter referred to as the "Merged Florida Corporation," shall each be merged with and into Bridgepoint Church, Inc., hereinafter sometimes referred to as the "Surviving Corporation," and the Surviving Corporation does hereby merge the Merged Florida Corporation with and into itself. The effective date of the contemplated merger shall be October 1, 2012, at 12:01 o'clock A.M. On and after the effective date of the contemplated merger and consolidation:

a. Bridgepoint Church, Inc. shall be the Surviving Corporation and shall continue to exist as a domestic Florida non-profit corporation under the laws of the State of Florida, with all of the rights and obligations of such domestic Florida non-profit corporation as provided by the Florida Non-Profit Corporation Act.

b. Palm Harbor Community Church and its properties and liabilities shall become the properties and liabilities of Bridgepoint Church, Inc. as the Surviving Corporation.

2. Articles of Incorporation; Bylaws. The Articles of Incorporation of Bridgepoint Church, Inc., as set forth in Exhibit A hereto, shall be Articles of Incorporation of the Surviving Corporation. The Bylaws of Bridgepoint Church, Inc., as set forth in Exhibit B hereto shall be the Bylaws of the Surviving Corporation, effective October 1, 2012.

3. **Members.** Upon the effective date of the merger:

a. Member congregations of Palm Harbor Community Church shall be members of Bridgepoint Church as provided in the Bylaws of the Surviving Corporation.

4. **Purpose of Surviving Corporation.** The purpose of the Surviving Corporation is set forth in Exhibit A, and is generally to carry on the religious mission, programs and activities of the combined non-profit religious corporations.

5. **First Directors and Officers.** The names and addresses of the first Directors and Officers, and their term of office, is set forth in Exhibit C hereto, which is incorporated herein by reference.

6. **Florida Relationship to Surviving Corporation.** As of the effective date of the merger and consolidation:

a. The principal office of the Surviving Corporation in the State of Florida is located at 5901 9th Avenue North, St. Petersburg, FL 33710

b. The Surviving Corporation specifically consents to being sued and served with process in Florida in any proceeding for the enforcement of any obligation of the Merged Florida Corporations.

7. **Approval.**

a. This Plan has been approved by the members of the Bridgepoint Church, as required by the laws of the State of Florida. Members consisting of eighty three (83) individuals were of one class and 83 voted for the Plan and 0 against the Plan. This plan has been approved by the Board of Trustees of the Bridgepoint Church, as required by the laws of the State of Florida. All Trustees consisting of five (5) individuals were of one class and all five (5) voted unanimously for the Plan.

b. This Plan has been approved by the Members of Palm Harbor Church, as required by the laws of the State of Florida. Members consisting of twenty (24) individuals were of one class and 23 voted for the Plan and 1 voted against the Plan. This plan has been approved by the Board of Trustees of the Palm Harbor Community Church, as required by the laws of the State of Florida. All Trustees consisting of three (3) individuals were of one class and all three (3) voted unanimously for the Plan.

c. As provided in the Bylaws, a simple majority of the membership in attendance at the annual meeting was required to approve the merger for the Surviving Corporation. The membership consisted of eighty three (83) individuals, of whom 83 voted for the Plan and 0 voted against the Plan.

8. **Tax Qualification.** The parties intend that Surviving Corporation be tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its successors, and the Directors of the Surviving Corporation are empowered and authorized to make such amendments to the Articles and Bylaws as they deem necessary, with the advice of counsel, to secure and maintain such exempt status, provided that no such amendment may change the requirements, rights or privileges of membership.


9. **Property Rights.** No member of the Surviving Corporation shall have any rights or claims to the property of Surviving Corporation by virtue of such membership.

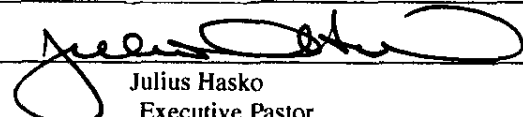
10. **Authorization.** To the extent that the state of Florida prescribes specific forms for Articles of Merger and/or Consolidation to be utilized in this case, those persons authorized to execute such documents by resolutions of the respective corporations may do so to the extent such documents are not inconsistent with the provisions of this Plan.

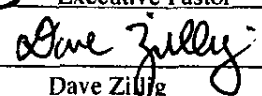
11. **Abandonment of Plan.** Notwithstanding any of the provisions of the Plan, the Directors of any of Bridgepoint Church or of Palm Harbor Community Church, at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan shall hereby be cancelled and become null and void.


IN WITNESS WHEREOF, Bridgepoint Church, a Florida Corporation and Palm Harbor Community Church, a Florida Corporation, have caused this Plan to be signed in their corporate names by their respective Elder Boards, all as of the day and year first above written.

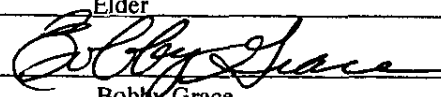
BRIDGEPOINT CHURCH

By: 
Tim Whipple
Its: Lead Pastor

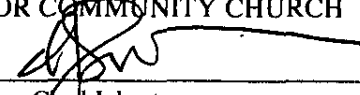
By: 
Julius Hasko
Its: Executive Pastor

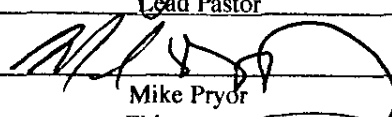
By: 
Dave Zillig
Its: Elder

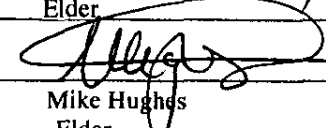
By: 
Edwin Bailey
Its: Elder

By: 
Bobby Grace
Its: Elder

PALM HAROR COMMUNITY CHURCH

By: 
Chad Johnston
Its: Lead Pastor

By: 
Mike Pryor
Its: Elder

By: 
Mike Hughes
Its: Elder

**Bridgepoint Church
Plan of Merger
Exhibit C – List of Directors/Officers**

Tim Whipple
6352 30th Avenue North
St Petersburg, FL 33710

Chad Johnston
2700 Bayshore Blvd. #510
Dunedin, FL 34698

Julius Hasko
9045 98th Avenue N.
Largo, FL 33777-1721

David Zillig
11445 9th Street East
Treasure Island, FL 33706

Bobby Grace
9061 St. Andrews Drive
Seminole, FL 33777

Edwin Bailey
1000 14th Street N
St Petersburg, FL 33705

Michael Hughes
1596 Powder Ridge Drive
Palm Harbor, FL 34683

Michael Pryor
732 Harbor Way
Palm Harbor, FL 34683

ARTICLE I
Name and Principal Office

The name of the Corporation is BridgePoint Church, Inc. This Corporation will be further referred to in the Bylaws as the "Church." The Church maintains its principal office at 5901 9th Avenue North St. Petersburg, FL 33710

ARTICLE II
Mission

The stated mission of the Church is: Helping people get closer to God through Believing in Jesus, Living out his teachings and Becoming his people.

ARTICLE III
Affiliation

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. We recognize, however, the benefits of cooperation with other likeminded churches and evangelical associations in order to achieve its mission. These associations may require informal membership, but the membership is voluntary, temporary, and in no way cedes governing authority or influence from the leadership of the Church.

ARTICLE IV
Pastoral Staff

SECTION 1: Pastoral Staff.

The Pastoral Staff of the Church shall provide leadership and vision for all ministry strategy and programs for the Church. The Pastoral Staff shall consist of the Lead Pastor(s) and other Pastors designated from time to time.

SECTION 2: Leadership.

The Pastoral Staff shall be represented and led by the Lead Pastor(s) who will provide effective leadership to the Pastoral Staff and the Church.

SECTION 3: Selection of Lead Pastor.

The Lead Pastor(s) shall be selected by a Pastor Search Committee and approved by a majority of the Church in a special meeting called for that purpose. If a Lead Pastor role becomes vacant, the Elders shall (A) appoint someone to function in an interim capacity and (B) appoint a search committee to fill the vacancy. The Pastor Search Committee shall recommend a candidate to the Elders, who upon approval will present the candidate to the Church.

SECTION 4: Designation of Other Pastors/Directors/Coordinators.

The Lead Pastor(s), in agreement with the Elders, shall designate all other Pastors and fill vacancies. Each Pastor/Director/Coordinator shall be a Member of the Church and shall serve under the leadership of the Lead Pastor(s)

ARTICLE V

Membership

SECTION 1: General.

Members of this Church shall consist of all persons whose names are presently registered with the Church as official, approved members and who yearly reaffirm their status as members. New members will be added on a regular basis in the manner provided in these bylaws.

SECTION 2: Qualifications for Membership.

The following constitute the qualifications for membership:

1. A personal commitment of faith in Jesus Christ as Savior and Lord.
2. Baptism, by immersion in water, as a voluntary confession of faith in Jesus Christ as Savior and Lord.
3. Completion of the Church's orientation process (CORE Class).
4. A personal commitment to abide by the membership covenant.

SECTION 3: Responsibilities of Membership.

The responsibilities of membership are described in the membership covenant.

SECTION 4: Voting Rights of Members.

All Members, 16 years and older, shall have the right to vote on the following matters (voting by proxy is prohibited):

1. The annual budget of the Church
2. The disposition of all, or substantially all, of the assets of the Church
3. The merger or dissolution of the Church
4. The acquisition of real property and related indebtedness
5. The affirmation of the Leadership Team
6. The election or removal of the Lead Pastor(s), as defined in Article VI.

SECTION 5: Termination of Membership.

A. Members shall be removed from the Church roll in the following ways:

1. Death
2. Transfer of membership to another church; or
3. Erasure on request of the member.

B. Status as confirmed members of any person(s) may be removed through a joint agreement of the Pastoral Staff Leadership and the Elders, according to the following conditions:

- 1) The member's life and conduct is not in accordance with the membership covenant in such a way that the member's conduct significantly hinders the ability of the Church to minister in the community;
- 2) The member has been counseled by a member of the Pastoral Staff Leadership but the member has refused to reform the member's conduct; and
- 3) At least one member of the Pastoral Staff Leadership and any two (2) Elders appointed by the Pastoral Staff Leadership have counseled the member, and the member continues to refuse to reform the member's conduct.

C. Any member dismissed by this process may appeal dismissal to the Elders at its next scheduled meeting.

D. Upon failure to attend a church service during the previous 12 month time period.

ARTICLE VI
Membership Meetings

SECTION 1: Place.

Meetings of the recognized members shall be held at an accessible public location that is suitable for the meeting agenda. The location shall be agreed upon by the staff and the Elders, and shall be clearly communicated to the members by the process indicated in Section 4 of this Article.

SECTION 2: Annual Meetings.

An Annual Meeting of the Members shall be held at such time as determined by the Elders. The Elder Chair (or other designee) shall moderate the meetings. The purpose of this meeting shall be to approve the annual budget, to affirm the selection of the Leadership Team and any other proper business of the church at that time.

SECTION 3: Special Meetings.

From time to time, the Elders may, or on request of ten percent (10%) of the recognized membership shall, call special meetings of the Church by giving notice to the recognized members in accordance with Section 4 of this Article.

SECTION 4: Notification of the Time and Purpose of Meetings of the Members.

Notice shall be given to members no less than one (1) week prior to a special meeting. Notification of Special Meetings shall be given in one of the following ways:

1. Distribution of a written announcement of the date, time, and place for the meeting at all regular worship services during a given week, or
2. Delivery by United States mail to each recognized member of the church or
3. Email

SECTION 5: Quorum.

Those recognized members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business. A majority vote of those members present and voting at such meeting shall be required for approval of any resolution.

ARTICLE VII
Elder Board

SECTION 1: NOMENCLATURE.

The spiritual, legal, business and administrative affairs of the Church shall be managed by a Board of Trustees, to be called the Elders.

SECTION 2: Qualification. Number. Appointment. Term and Removal.

An Elder must meet the general qualifications for church leadership as delineated in Scripture.

The Lead Pastor(s) shall appoint not fewer than five (5) or more than nine (9) recognized members of the Church to serve as Elders. Persons appointed shall serve no more than five (5)

consecutive annual terms. An Elder who serves five (5) Annual terms must rotate off the Elder for at least one (1) annual term, unless special circumstances dictate otherwise.

The Lead Pastor(s), in agreement with the Elders, may remove any member serving as Elder and appoint a replacement and otherwise fill vacancies, even if theretofore unfilled, with such appointees.

The Lead Pastor(s) is/are permanent members of the Elders, but may not serve as the Chair.

SECTION 3: Leadership.

The Elders shall be chaired by an Elder member who has served at least one full annual term as an Elder. The Chair shall be nominated by the Lead Pastor(s), and shall serve a one-year term.

SECTION 4: Voting & Approval.

Each Elder shall have one (1) vote in matters requiring decision. The goal of the leadership of Elders is that the Board be unified in its deliberations and decisions, in the spirit of biblical and theological unity. As such, a unanimous vote will be pursued on each item of business. In the event that a unanimous vote is not reached, a simple majority of votes of all Elders is required for the approval of any resolution will suffice. See also Article VII, Section 4: Quorum.

SECTION 5: Specific Powers.

Without prejudice to the general powers set forth above, and subject to the same limitations, the Elders shall:

1. Agree with the Lead Pastor(s) in the selection and/or removal of staff, and in the prescription of all powers and duties for the pastoral staff which are consistent with the Articles of Incorporation and these Bylaws;
2. Adopt, make, and use a corporate seal and alter the form of the seal;
3. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered promissory notes and other evidences of debt and securities for the Church's purposes and in the Church's name;
4. Designate a Church member(s) to sign notes, contracts, etc. ..., in the name of the Church; and
5. Create other temporary or permanent, functional, administrative or leadership- oriented teams to meet the needs of the church. All such teams shall be subordinate to the Elders in every respect.

ARTICLE VIII **Meetings of the Elder Board**

SECTION 1: Place of Meetings.

Regular or Special Meetings of the Elders shall be held at a suitable place as designated by the Pastoral Staff Leadership in consultation with the Elders.

SECTION 2: Regular Meetings.

Regular Meetings of the Elders shall be held at least once a month. They may be held without notice, if the time and place of such meetings are fixed and agreed upon by the Elders. This monthly schedule may be lengthened by vote of the Elders. As a general rule these meetings will be open to Elders only, unless circumstance or specific agenda items require it, or unless the Elders extend specific invitation(s).

SECTION 3: Special Meetings.

A. Authority to Call.

Any two (2) Elders may call special meetings for any purpose and at any time.

B. Notice

Notice of the time and place of special meetings shall be given to each Elder by one of the following methods.

- 1) by personal delivery of written notice;
- 2) by first class mail;
- 3) by email; or
- 4) by telephone communication, either directly to the Elders or to a person at the Elder's office or home (assuming the person giving the notice has reason to believe the notice will be promptly communicated to the Elder).

SECTION 4: QUORUM.

At least one-half (½, 50%) of the Elders constitutes a quorum for the transaction of business at a meeting duly called and noticed.

SECTION 5: Action Without Meeting.

Any action required or permitted to be taken by the Elders may be taken without a Board meeting, if all Elders, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Such written consent or consents shall be filed with the minutes of the proceedings of the Elders.

ARTICLE IX

Officers

SECTION 1: Officers.

The Officers of the Church shall be designated through agreement of the Pastoral Staff Leadership and the Elders. The Elders will appoint a chair to act as Moderator.

SECTION 2: Designation of Other Officers.

The Pastoral Staff Leadership and the Elders shall designate all other Officers of the Church and fill any vacancies that occur. Officers shall be members of the Church and shall serve at the discretion of the Elders, subject to the rights, if any, of an Officer under any contract of employment.

SECTION 3. Removal of Officers.

At any regular or special meeting of the Elders, the Pastoral Staff Leadership may remove any Officer, with or without cause, subject to rights under a contract of employment, if applicable.

ARTICLE X

Indemnification of Elders. Officers. Pastoral Staff. Employees and Other Agents

The Church shall indemnify Elders, Officers, Pastors, Employees, Agents and others acting with the consent and authority of the church in furtherance of church affairs from liability arising from any lawful actions taken by them in their respective capacities

ARTICLE XI

Records and Reports

The Church shall maintain financial records and reports in accordance with generally Accepted accounting practices. All records, including organizational records such as minutes of meetings of the Elders, shall be kept at the Church's principal office and, other than individual giving records, shall be available to any Member upon request.

ARTICLE XII

Amendments to the Bylaws

These Bylaws or any provision of them may be altered, amended, or repealed, and new Bylaws may be adopted by vote of a majority of the Members of the Church present at any special or regular meeting of the Church called for that purpose.