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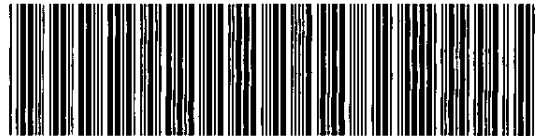
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02/04/09--01012--008 **43.75

03/25/09--01024--001 **35.00

FILED
2009 MAR 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

3/25/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Baptist Church of Hialeah Gardens, 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:

Victor K. Rones
(Contact Person)

Law Offices of Victor K. Rones, P.A.
(Firm/Company)

16105 N.E. 18th Avenue
(Address)

North Miami Beach, FL 33162
(City/State and Zip Code)

For further information concerning this matter, please call:

Victor K. Rones At (305) 945-6522
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2009

VICTOR K. RONES
LAW OFFICES OF VICTOR K. RONES P.A.
16105 NE 18 AVE
N MIAMI BEACH, FL 33162

SUBJECT: GRAHAM BAPTIST CHURCH, INC.
Ref. Number: 766925

We have received your document for GRAHAM BAPTIST CHURCH, 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):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2007 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application or annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year.

Therefore, the total amount due to reinstate the corporation is \$358.75. Add an additional \$8.75 for each certificate of status requested.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 709A00004517

FILED
2009 MAR 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Profit Corporation

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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)

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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ 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 3/2/09. The number of directors in office was one. The vote for the plan was as follows: all FOR none 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 _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 3/2/09. The number of directors in office was one. The vote for the plan was as follows: one FOR none AGAINST

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

Graham Baptist Church, Inc.

X Oscar Ramirez

Oscar Ramirez - PD

First Baptist Church of Hialeah Gardens Inc.

X Oscar Ramirez

Oscar Ramirez - PD

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

First Baptist Church of Hialeah Gardens Inc.

Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Graham Baptist Church, Inc.

Florida

First Baptist Church of Hialeah Gardens Inc.

Florida

The terms and conditions of the merger are as follows:

See Attached

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

None

Other provisions relating to the merger are as follows:

See Attached

**PLAN OF MERGER
OF
First Baptist Church of Hialeah Gardens Inc. and Graham Baptist Church, Inc.**

· This is a plan of merger between First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, and Graham Baptist Church, Inc. a Florida not-for-profit corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, and Graham Baptist Church, Inc. a Florida not-for-profit corporation.

**ARTICLE II
Merger**

Under Florida Law, Graham Baptist Church, Inc. a Florida not-for-profit corporation, shall be merged into First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation.

**ARTICLE III
Surviving Corporation**

First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, shall be the surviving corporation of the merger.

**ARTICLE IV
Articles Of Incorporation**

The articles of incorporation of First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, (surviving corporation) in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

ARTICLE V
Directors And Officers

The directors and officers of First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation,(surviving corporation) immediately before the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE VI
Members

The members of First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, and Graham Baptist Church, Inc. a Florida not-for-profit corporation immediately before the merger shall all be members of First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, (surviving corporation) immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, (surviving corporation) by its charter and bylaws.

ARTICLE VII
Assets And Liabilities

On the effective date of the merger, the separate existence of Graham Baptist Church, Inc. a Florida not-for-profit corporation. shall cease and First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, without further action shall possess all of its rights and privileges immediately preceding the merger. All assets of any nature of Graham Baptist Church, Inc. a Florida not-for-profit corporation. without further action, shall be vested in First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, immediately following the merger. Following the merger, First Baptist Church of Hialeah Gardens Inc., a Florida not-for-profit corporation, shall be responsible for all liabilities and obligations of Graham Baptist Church, Inc. a Florida not-for-profit corporation. Any claim existing or action proceeding pending against Graham Baptist Church, Inc. a Florida not-for-profit corporation, may be continued as if the merger did not occur or First Baptist Church of Hialeah Gardens Inc., may be substituted for Graham Baptist Church, Inc. in any proceeding. Neither the rights of creditors nor of any liens on any property of Graham Baptist Church, Inc. shall be impaired by the merger.

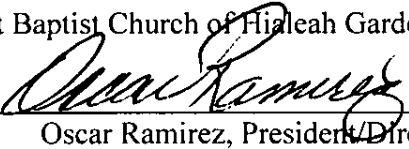
ARTICLE VIII
Effective Date

The merger shall be effective when the articles of merger are filed with the Florida Department of State or at such other time specified in the articles of merger.

In witness whereof, this plan of merger has been executed by the undersigned officers on the dates set forth below.

First Baptist Church of Hialeah Gardens Inc.

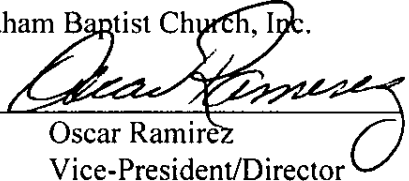
By:



Oscar Ramirez, President/Director

Graham Baptist Church, Inc.

By:



Oscar Ramirez
Vice-President/Director