

N06000010335

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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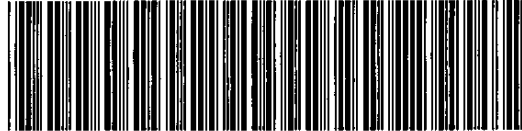
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2006

Brandt C. Downey III
315 Court Street, Room 421
Clearwater, FL 33756

SUBJECT: CROSSROADS BAPTIST CHURCH OF PALM HARBOR, INC.
Ref. Number: N06000010335

We have received your document for CROSSROADS BAPTIST CHURCH OF PALM HARBOR, INC. and check(s) totaling \$113.75. However, your check(s) and document are being returned for the following:

The date of adoption and manner of adoption of the surviving corporation must be contained in the merger. Also the surviving corporation must sign the merger.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 706A00064185

November 8, 2006

Ms. Susan Payne
Senior Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Crossroads Baptist Church Of Palm Harbor, Inc.

Ref. No.: 06000010335

Letter No.: 706A00064185

Dear Ms. Payne:

Enclosed you will find the amended articles and the plan of merger. Also enclosed is our check in the amount of \$113.75 and a copy of your letter dated November 2, 2006. Hopefully the changes that have been made in these documents are such that you can approve this merger and send the certified copy back to me at the address you have on file for me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Brandt C. Downey III". The signature is fluid and cursive, with the first name "Brandt" being the most prominent part.

Brandt C. Downey III

October 23, 2006

Secretary of State
R.A. Gray Building
500 South Bronough Street
Tallahassee, FL 32399-0250

RE: Crossroads Baptist Church of Palm Harbor, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Merger of Curlew Baptist Church, Inc., and First Baptist Church of Dunedin, Inc, along with the Plan of Merger with regard to the above-referenced matter.

Also enclosed is a check in the amount of \$113.75 to cover the costs of these documents and a certified copy of each document. Please return the certified copies to me at 315 Court Street, Room 421, Clearwater, FL 33756.

Sincerely,

A handwritten signature in black ink, appearing to read "Brandt C. Downey III". The signature is stylized with a large, looping initial "B" and a long, sweeping underline.

Brandt C. Downey III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**ARTICLES OF MERGER OF
CURLEW BAPTIST CHURCH, INC.
AND
FIRST BAPTIST CHURCH OF DUNEDIN, INC.
AND
CROSSROADS BAPTIST CHURCH OF PALM HARBOR, INC.**

Pursuant to Section 617.105 of the Florida Not for Profit Corporation Act (the "Act"), Curlew Baptist Church, Inc. a Florida not for profit corporation, First Baptist Church of Dunedin, Inc., a Florida not for profit corporation and Crossroads Baptist Church of Palm Harbor, Inc. a Florida not for profit corporation do hereby adopt the following Articles of Merger:


1. The names of the companies which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Curlew Baptist Church, Inc. ("Curlew"), and First Baptist Church of Dunedin, Inc. ("FBD") and Crossroads Baptist Church of Palm Harbor, Inc. ("Crossroads").
2. Crossroads is the Surviving Corporation in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was unanimously adopted by the Board of Directors and members of Curlew on September 3, 2006 at a special meeting of Curlew's Board of Directors and members by a vote of 71-0.
4. The Plan of Merger was adopted by Board of Directors and members of FBD on September 3, 2006 at a special meeting of FBD Board of Directors and members by a vote of 52 for and 3 against.
5. The Plan of Merger was unanimously adopted by the Board of Directors and members of Crossroads on September 12, 2006 at a special meeting of Crossroads Board of Directors and members by a vote of 127-0.
6. The Merger shall become effective as of December 1, 2006.

The parties have caused these Articles of Merger to be executed as of this 8 day of November, 2006.

CURLEW BAPTIST CHURCH, INC.

By: 
Donald Hames, Trustee

FIRST BAPTIST CHURCH OF DUNEDIN, INC.

By: 
Loyal Shuman, Trustee

**CROSSROADS BAPTIST CHURCH OF
PALM HARBOR, INC.**

By: 
Loyal Shuman, Trustee

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of November 8, 2006, by and between Curlew Baptist Church, Inc. (Curlew), a Florida not for profit corporation, First Baptist Church of Dunedin, Inc. (FBD), a Florida not for profit corporation and Crossroads Baptist Church of Palm Harbor Inc.(Crossroads) a Florida not for profit corporation.

RECITALS

The board of directors/trustees and members of Curlew, FBD and Crossroads have determined that it is advisable and in the best interests of each such church and its respective members that said churches be merged with each other on the terms and subject to the conditions set forth therein.

ARTICLE I **THE MERGER**

At the Effective Time (as defined in Article IV hereof), FBD and Curlew shall be merged with and into Crossroads in accordance with the Florida Not For Profit Corporation Act (the "Act"), the separate existence of Curlew and FBD shall cease, and Crossroads shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II **THE SURVIVING COMPANY/MEMBERSHIP**

A. At the Effective Time, the Articles of Incorporation of Crossroads in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the members of FBD and Curlew shall become members of the Surviving Corporation.

C. At the Effective Time, the initial members of the Board of Directors/Trustees of the Surviving Corporation shall be Loyal Shuman, Art Anderson and Gerry Hacker.

ARTICLE III **EFFECT OF MERGER**

At the Effective Time, all property, rights, privileges, powers, and franchises of FBD and Curlew shall vest in the Surviving Corporation, and all liabilities and obligations of FBD and Curlew shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean December 1, 2006.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

CURLEW BAPTIST CHURCH, INC.

By: 
Donald Hames, Trustee

FIRST BAPTIST CHURCH OF DUNEDIN, INC.

By: 
Loyal Shuman, Trustee

**CROSSROADS BAPTIST CHURCH OF
PALM HARBOR, INC.**

By: 
Loyal Shuman, Trustee