

N09000006503

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

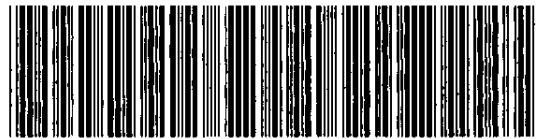
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200163731672

12/29/09--01002--025 **35.00

12/29/09--01002--026 **43.75

FILED
09 DEC 28 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

D. CONNELL DEC 30 2009

ROBERT H. CULTON II
Attorney and Counselor at Law

109 PINEAPPLE LANE
ALTAMONTE SPRINGS, FLORIDA 32714

TELEPHONE (407) 616-6648

FACSIMILE (407) 869-1459

December 16, 2009

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


Re: Articles of Merger God's Property Ministries, Inc. and Bail Ministries, Inc.

Enclosed is a check made payable to the Florida Department of State for:
Additional filing fee for Articles of Merger of God's Property Ministries, Inc. \$35.00

Please return all correspondence regarding this matter to:
Robert H. Culton II, Atty.
109 Pineapple Lane
Altamonte Springs, FL 32714

For further information concerning these matters, please call:
Robert H. Culton II at 407/616-6648
Or e-mail rculton2@embarqmail.com (do not use this e-mail address for future annual report notification).

Sincerely,


Robert H Culton II

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: God's Property Ministries, 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:

Robert H Culton II

(Contact Person)

Estate Planning and Legacy Law Center, PLC

(Firm/Company)

159 Lookout Place, Suite 101

(Address)

Maitland, Florida 32751

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert H Culton II

(Name of Contact Person)

At (407) 647-7526

(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

fit 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 8/25/09. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 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 8/25/09. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

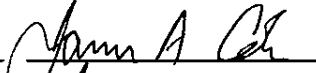
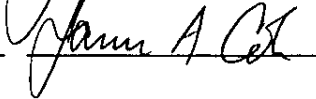
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

God's Property Ministries Inc.

James A. Cole, Sr., President

BAIL MINISTRIES INC.

James A. Cole, Sr., President

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

God's Property Ministries, Inc.

Florida

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

Name

Jurisdiction

BAIL MINISTRIES INC.

Florida

The terms and conditions of the merger are as follows:

See Attached Merger Agreement

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

See Attached Articles of Amendment

Other provisions relating to the merger are as follows:

None

MERGER AGREEMENT

This agreement and plan of merger is made and entered into as of Aug 25, 2009 by and between Bail Ministries Inc. a Florida Not For profit Corporation and God's Property Ministries Inc. a Florida Not For Profit Corporation.

Whereas the founders of Bail Ministries Inc. wish to remove any appearance of association with the for profit business of bail bonds,

And whereas the founders of Bail Ministries Inc. have formed God's Property Ministries to continue the religious and charitable activities of Bail Ministries Inc.,

And whereas the parties and their board of directors believe it is in the best interest of the parties to merge,

Now therefore it is agreed that;

1) God's Property Ministries Inc. shall amend its articles of incorporation to include the following

Article III Corporate Purposes

A. The exclusive purpose of this Corporation is to share the gospel of Jesus Christ and provide assistance to those in need. The corporation shall engage only in religious, charitable, educational, or scientific activities that shall support this corporate purpose. The corporation may make distributions, in furtherance of this purpose, to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article VIII 501(c)(3) Limitations

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax

under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious, charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for religious, charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

2) Bail Ministries Inc. shall transfer all of its assets to God's Property Ministries Inc. and God's Property Ministries Inc. shall assume all of the liabilities and obligations of Bail Ministries Inc.

3) The parties shall file a certificate of merger in such form as is required by and executed in accordance with the *relevant provisions of the* Florida Business Corporations Act. The Merger shall become effective at such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Florida and Bail Ministries Inc. shall be merged with and into God's Property Ministries Inc., the separate corporate existence of the Bail Ministries Inc. shall cease and the God's Property Ministries Inc. shall continue as the surviving company.

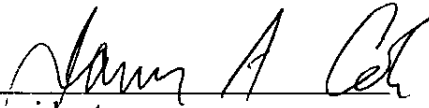
4) Simultaneously with execution of the Certificate of Merger God's Property Ministries shall prepare and execute an Application For Recognition Of Exemption (Form 1023).

In Witness whereof, the parties hereto have executed this agreement as of the date first written above.

Bail Ministries Inc.

By 
President

God's Property Ministries Inc.

By 
President

ARTICLES OF AMENDMENT:

**God's Property Ministries Inc.
(A Florida Not for Profit Corporation)
N07000006709**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

There are no members or members entitled to vote on the amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on August 25, 2009. This meeting of the directors met the requirements of both the Articles of Incorporation and the Bylaws.

THE AMENDMENTS

The Articles of Incorporation of the God's Property Ministries Inc. are hereby amended as follows:

1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:

Article III Corporate Purposes

A. The exclusive purpose of this Corporation is to share the gospel of Jesus Christ and provide assistance to those in need. The corporation shall engage only in religious, charitable, educational, or scientific activities that shall support this corporate purpose. The corporation may make distributions, in furtherance of this purpose, to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

2. The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:

Article VIII
501(c)(3) Limitations

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious, charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for religious, charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

God's Property Ministries Inc.

By: James A. Cole Date: 8-25-09
James A. Cole, Sr., President