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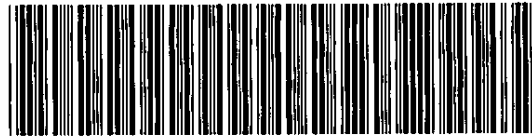
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14 APR 17 AM 10:49

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Merger
APR 24 2014
R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 34th Street Church of God, 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:

Steven A. Anderson, Esq.
(Contact Person)

Steven A. Anderson, P.L.
(Firm/Company)

101 E. Kennedy Blvd., Suite 2000
(Address)

Tampa, FL 33602
(City/State and Zip Code)

For further information concerning this matter, please call:

Steven A. Anderson, Esq.
(Name of Contact Person)

At (813) 443-4949
(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

FILED

**Merger Agreement between 34th Street Church of God, Inc. and
Thirty-Fourth Street Church of God, Inc.**

14 APR 17 AM 10:48

SECRETARY OF STATE

Merger Agreement referred to herein as "Agreement" made on this 23rd day of March, 2014, between 34th Street Church of God, Inc., a not-for-profit corporation organized and existing under the laws of the state of Florida, with its principal office located at 3000 N. 34th Street, Tampa, FL, 33605, (referred to herein as "34TH STREET"), and Thirty-Fourth Street Church of God, Inc., a not-for-profit corporation organized and existing under the laws of the state of Florida, with its principal office located at 3000 N. 34th Street, Tampa, FL, 33605, (referred to herein as "THIRTY-FOURTH STREET").

WHEREAS, there are no shares of stock issued in 34TH STREET and governance of the corporation is by the Pastor and the Board of Directors in accordance with its Bylaws; and

WHEREAS, there are no shares of stock issued in THIRTY-FOURTH STREET and governance of the corporation is by the Pastor and the Board of Directors in accordance with its Bylaws; and

WHEREAS, the Pastor and the Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their members that THIRTY-FOURTH STREET be merged into 34TH STREET.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the merging corporations agree, pursuant to Chapter 617, Florida Statutes, that THIRTY-FOURTH STREET be merged into 34TH STREET as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the assets and liabilities of THIRTY-FOURTH STREET into assets and liabilities of 34TH STREET, as set forth below.

I. 34th Street Church of God, Inc., to be Surviving Corporation

THIRTY-FOURTH STREET shall be merged into 34TH STREET and the corporate existence of THIRTY-FOURTH STREET shall cease and the corporate existence of 34TH STREET shall continue under the name 34th Street Church of God, Inc., and 34TH STREET shall become the owner, without other transfer, of all the rights and property of THIRTY-FOURTH STREET and 34TH STREET shall become subject to all the debts and liabilities of THIRTY-FOURTH STREET in the same manner as if 34TH STREET had itself incurred them.

II. Principal Office

The principal office of 34TH STREET shall remain the principal office of the corporation following this merger.

III. Objects and Purposes

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows:

For the charitable and educational purpose of preaching, publishing and defending the gospel of Jesus Christ and undertaking such activities as will further these general purposes.

IV. Articles of Incorporation

The Articles of Incorporation of 34TH STREET, as amended, shall, on the effective date of the merger, remain the Articles of Incorporation for the surviving entity.

V. Bylaws

The present Constitution and Bylaws of 34TH STREET, insofar as not inconsistent with this Agreement, shall be the Constitution and Bylaws of the corporation following the merger until altered, amended, or repealed as currently provided in the Bylaws.

VI. Names and Addresses of Directors

The names and addresses of the persons who shall constitute the Board of Directors of 34TH STREET, following merger, and who shall hold office until they resign or are relieved pursuant to the Bylaws of 34TH STREET following the merger, are as follows:

Thomas Scott	3000 N. 34 th Street, Tampa, FL 33605
Gladys Whaley	3000 N. 34 th Street, Tampa, FL 33605
Hilrie Kemp	3000 N. 34 th Street, Tampa, FL 33605
David Jones	3000 N. 34 th Street, Tampa, FL 33605
Loretta Joseph	3000 N. 34 th Street, Tampa, FL 33605

VII. Method of Converting Membership

Immediately upon this Agreement becoming effective, the members of the THIRTY-FOURTH STREET shall, without any other action on the part of the respective members, become members of 34TH STREET.

VIII. Extraordinary Transactions

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

IX. Submission to Members; Effective Date

This Agreement shall be submitted to the voting members of THIRTY-FOURTH STREET and 34TH STREET in the manner provided by Chapter 617, Florida Statutes, and if the votes of voting members of each such corporation representing 51% of the total number of members voting shall be in favor of the adoption of this Agreement, it shall, subject to the provisions of **Section X** of this Agreement, take effect as the Agreement of THIRTY-FOURTH STREET and 34TH STREET on the date on which it is filed in the office of the Secretary of State of Florida, together with evidence of its adoption as required by law.

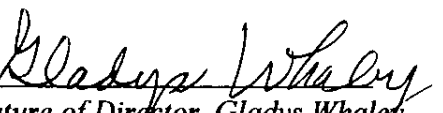
X. Abandonment of Merger

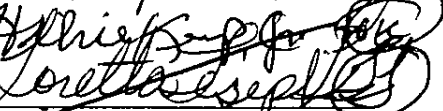
Anything to the contrary in this Agreement notwithstanding, if the Board of Directors of 34TH STREET, or the Board of Directors of THIRTY-FOURTH STREET, should determine, either before or after the meeting of the voting members of the respective corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the Merger by directing the officers of the corporations to refrain from executing or filing this Agreement of Merger, and this Agreement shall then be void and of no effect.

The Directors, or a majority of them, of 34TH STREET, and the Directors, or a majority of them, of THIRTY-FOURTH STREET, have executed this Agreement under their respective corporate seals at Tampa, Florida the day and year first above written.

34th Street Church of God, Inc.

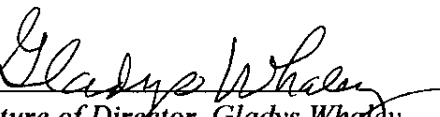
By: 
Signature of Pastor, Thomas Scott

By: 
Signature of Director, Gladys Whaley

By: 
Signature of Director, Hilrie Kemp

Thirty-Fourth Street Church of God, Inc.

By: 
Signature of Pastor, Thomas Scott

By: 
Signature of Director, Gladys Whaley

By: 
Signature of Director, Hilrie Kemp

Signatures continue on next page

By: David Jones
Signature of Director, David Jones

By: David Jones
Signature of Director, David Jones

By: Loretta Joseph
Signature of Director, Loretta Joseph

By: Loretta Joseph
Signature of Director, Loretta Joseph

SEAL

SEAL

CONSENT RESOLUTION OF THE DIRECTORS OF
THIRTY-FOURTH STREET CHURCH OF GOD, INC.

The undersigned, being all the directors of THIRTY-FOURTH STREET CHURCH OF GOD, INC. (referred to herein as the "Corporation"), hereby consent to and adopt in writing the following resolution as of the 23rd day of March, 2014.

WHEREAS, there are no shares of stock issued in the Corporation and governance of the Corporation is by the Pastor and the Board of Directors in accordance with its Bylaws; and

WHEREAS, the proposed merger between the Corporation and 34TH STREET CHURCH OF GOD, INC. has been discussed among the Board, the Elders and the Presbytery; and

WHEREAS, the Pastor and the Board of Directors of the Corporation deem it desirable and in the best interest of the Corporation and their members that the Corporation be merged into 34TH STREET CHURCH OF GOD, INC.

BE IT RESOLVED THAT, for the reasons set forth above and pursuant to Chapter 617, Florida Statutes, that the Corporation be merged into 34TH STREET CHURCH OF GOD, INC. as a single corporation.

BE IT FURTHER RESOLVED THAT, the Merger Agreement between 34TH STREET CHURCH OF GOD, INC. and THIRTY-FOURTH STREET CHURCH OF GOD, INC. is hereby approved and authorized.

Thirty-Fourth Street Church of God, Inc.

By: Thomas Scott
Signature of Pastor, Thomas Scott

By: Gladys Whaley
Signature of Director, Gladys Whaley

By: Hilrie Kemp, Jr.
Signature of Director, Hilrie Kemp

By: David Jones
Signature of Director, David Jones

By: Loretta Joseph
Signature of Director, Loretta Joseph

SEAL

CONSENT RESOLUTION OF THE DIRECTORS OF
34TH STREET CHURCH OF GOD, INC.

The undersigned, being all the directors of 34TH STREET CHURCH OF GOD, INC. (referred to herein as the "Corporation"), hereby consent to and adopt in writing the following resolution as of the 23rd day of March, 2014.

WHEREAS, there are no shares of stock issued in the Corporation and governance of the Corporation is by the Pastor and the Board of Directors in accordance with its Bylaws; and

WHEREAS, the proposed merger between the Corporation and THIRTY-FOURTH STREET CHURCH OF GOD, INC. has been discussed among the Board, the Elders and the Presbytery; and

WHEREAS, the Pastor and the Board of Directors of the Corporation deem it desirable and in the best interest of the Corporation and their members that the Corporation be merged with THIRTY-FOURTH STREET CHURCH OF GOD, INC.

BE IT RESOLVED THAT, for the reasons set forth above and pursuant to Chapter 617, Florida Statutes, that the Corporation be merged with THIRTY-FOURTH STREET CHURCH OF GOD, INC. as a single corporation; and

BE IT FURTHER RESOLVED THAT, the Merger Agreement between 34TH STREET CHURCH OF GOD, INC. and THIRTY-FOURTH STREET CHURCH OF GOD, INC. is hereby approved and authorized.

34th Street Church of God, Inc.

By: Thomas Scott
Signature of Pastor, Thomas Scott

By: Gladys Whaley
Signature of Director, Gladys Whaley

By: Hilrie Kemp
Signature of Director, Hilrie Kemp

By: David Jones
Signature of Director, David Jones

By: Loretta Joseph
Signature of Director, Loretta Joseph

SEAL