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**MERGER OR SHARE EXCHANGE**

**Safety Harbor Covenant Church, Inc.**

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**ARTICLES OF MERGER  
OF  
FPCSH, INC.,  
a Florida not for profit corporation,  
into  
SAFETY HARBOR COVENANT CHURCH, INC.,  
a Florida not for profit corporation**

\*\*\*\*\*

The following articles of merger are submitted in accordance with Section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Safety Harbor Covenant Church (the "Surviving Corporation")	Florida	N10000002068

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
FPCSH, Inc.(the "Merged Corporation")	Florida	700068

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State ( the "Effective Date").

FIFTH: The Surviving Corporation has no members entitled to vote. The agreement and plan of merger was adopted by the board of directors of the Surviving Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on October 23<sup>rd</sup>, 2013. The number of directors then in office is five (5), and the number of such directors that voted in favor of the plan of merger is five (5).

SIXTH: The Merged Corporation has no members entitled to vote. The agreement and plan of merger was adopted by the board of directors of the Merged Corporation, and executed in accordance with Section 617.1103, Florida Statutes, on October 23<sup>rd</sup> 2013. The number of directors then in office is five (5), and the number of such directors that voted in favor of the plan of merger is five (5).

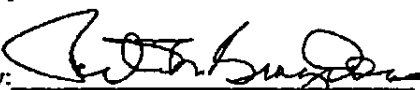
Prepared by:  
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Johnson, Pope, Bokor, Ruppel & Burns, LLP  
911 Chestnut Street, Clearwater, FL 33756  
727.461.1818  
Bar No. 0469841

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Signed this 23<sup>rd</sup> day of October 2013, and effective as of the Effective Date.


**SURVIVING CORPORATION:**

**SAFETY HARBOR COVENANT  
CHURCH, INC., a Florida not for profit  
corporation**

By:   
Peter Bragdon, President

**MERGED CORPORATION:**

**FPCSH, INC., a Florida not for profit  
corporation**

By:   
Peter Bragdon, President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 25<sup>th</sup> day of OCTOBER, 2013, and shall be effective as of the date of filing the Articles of Merger (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

**I - SURVIVING CORPORATION**

SAFETY HARBOR COVENANT CHURCH, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: February 26, 2010

**II - MERGED CORPORATION**

FPCSH, INC., a Florida not for profit corporation ("Merged Corporation").

Date of incorporation: October 21, 1959

**WITNESSETH:**

WHEREAS, the Merged Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a not for profit corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 617 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, and the mode of carrying the same into effect, shall be as hereinafter set forth.

**ARTICLE I**  
**CORPORATE EXISTENCE OF SURVIVING CORPORATION**

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

**ARTICLE II**  
**CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION**

The name of the Surviving Corporation shall be SAFETY HARBOR COVENANT CHURCH, INC. The Certificate of Incorporation of the Surviving Corporation shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III  
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation, adopted on August 25, 2011, shall be the Bylaws of the Surviving Corporation, which shall become effective on the Effective Date of this Merger.

ARTICLE IV  
DIRECTORS OF SURVIVING CORPORATION

The Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified under the terms of the Bylaws:

<u>Name:</u>	<u>Position:</u>
Peter Bragdon	President
Jen Galvin	
Kerry Blette	
Phillip Terry	
Dale Hahn	

ARTICLE V  
APPROVAL OF MERGER BY DIRECTORS OF  
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Surviving Corporation, as provided by Chapter 617 of the Florida Statutes, on October 25th, 2013.

ARTICLE VI  
APPROVAL OF MERGER BY DIRECTORS OF  
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the directors of the Merged Corporation, as provided by Chapter 607 of the Florida Statutes, on October 25th, 2013.

ARTICLE VII  
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of the date of filing the Articles of Merger for tax and accounting purposes, and shall become effective for purposes of Chapter 617 of the Florida Statutes on the date of filing.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

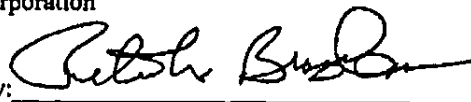
SURVIVING CORPORATION:

SAFETY HARBOR COVENANT  
CHURCH, INC., a Florida not for profit  
corporation

By:   
Peter Bragdon, President

MERGED CORPORATION:

FPCSH, INC., a Florida not for profit  
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By:   
Peter Bragdon, President

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