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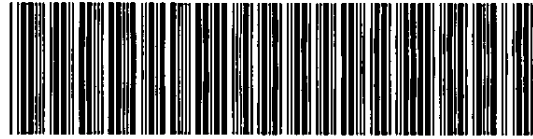
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2014 JUN 02 PM 11:51

FILED

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JUN 17 2015

T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** One Wheaton

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Stephanie J Hill

(Contact Person)

Keystone Legal PLLC

(Firm/Company)

80 South 8th Street, Suite 900

(Address)

Minneapolis, MN 55402

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie J Hill

(Name of Contact Person)

At ( 612 ) 349-5225

(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

**ARTICLES OF MERGER  
OF  
ONE WHEATON, INC.  
(a Florida not for profit corporation)  
AND  
ONE WHEATON  
(a Minnesota nonprofit corporation)**

**FILED**  
2014 JUN 02 P 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 317A.601 and following of Minnesota Statutes, and Section 617.1107 and following of Florida Statutes, each of the undersigned nonprofit corporations has approved and hereby executes the following articles of merger:

FIRST: The names of the corporations participating in the merger and the jurisdiction under which they are respectively organized as follows:

Name of Nonprofit Corporation

State of Incorporation

ONE WHEATON, INC.

Florida

ONE WHEATON

Minnesota

SECOND: The name of the surviving corporation is **ONE WHEATON** and the Articles of Incorporation of **ONE WHEATON** (hereafter referred to as the "**Continuing Corporation**") immediately prior to the merger as amended by these Articles of Merger are the Articles of Incorporation of the surviving corporation.

THIRD: The plan of merger attached hereto as Exhibit A (the "**Plan of Merger**") was approved by the affirmative vote of a majority of the directors present at a duly called meeting of the board of the Continuing Corporation on April 27, 2014, Susan Schmalzbauer, Chair, presiding; and approved by the affirmative electronic vote of a majority of the directors of One Wheaton, Inc., a Florida nonprofit corporation (hereafter referred to as the "**Merging Corporation**"), on April 27, 2014, Susan Schmalzbauer, President, presiding.

FOURTH: By filing these articles of merger in Minnesota, the Continuing Corporation certifies that these Articles of Merger and the Plan of Merger have been filed in the Merging Corporation's home jurisdiction.

FIFTH: The surviving corporation will be incorporated in the state of Minnesota and will be governed by the laws of the State of Minnesota.

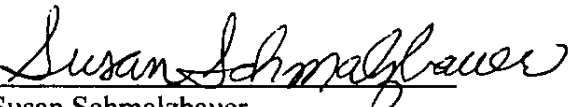
SIXTH: The notice requirements of Minnesota Statutes Section 317A.811 do not apply, pursuant to Section 317A.811, Subd. 6.

*Signatures on following pages*


**MERGING CORPORATION:**

**ONE WHEATON, INC.,**

a Florida not for profit corporation

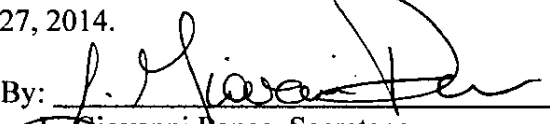
By:   
Name: Susan Schmalzbauer  
Title: President

and

By:   
Name: Lora Wiens  
Title: Vice President


**Secretary's Certification**

L. Giovanni Ponce, being the Secretary of One Wheaton, Inc., a Florida not for profit corporation, does hereby certify that these Articles of Merger and the attached Plan of Merger have been approved by majority vote of the board of directors of One Wheaton, Inc., pursuant to Florida Statutes Section 617.1107 and in accordance with the constituent documents of the corporation by legally binding vote on April 27, 2014.

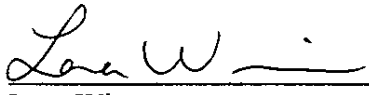
By:   
L. Giovanni Ponce, Secretary

**SURVIVING CORPORATION:**

**ONE WHEATON,**  
a Minnesota nonprofit corporation

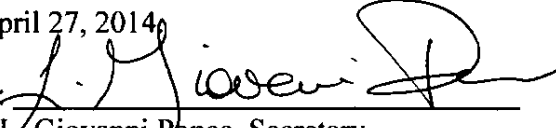
By:   
Name: Susan Schmalzbauer  
Title: President

and

By:   
Name: Lora Wiens  
Title: Vice President

**Secretary's Certification**

L. Giovanni Ponce, being the Secretary of One Wheaton, a Minnesota nonprofit corporation, does hereby certify that these Articles of Merger and the attached Plan of Merger have been approved by majority vote of the board of directors of One Wheaton, pursuant to the provisions of the Minnesota Statutes Section 317A.613, and in accordance with the constituent documents of the corporation at a duly called meeting on April 27, 2014.

By:   
L. Giovanni Ponce, Secretary

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
ONE WHEATON, INC.  
AND  
ONE WHEATON**

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is made effective as of May 1, 2014, between One Wheaton, Inc. (the "**Original Corporation**"), a Florida not for profit corporation and One Wheaton ("**One Wheaton**"), a Minnesota nonprofit corporation. The Original Corporation and One Wheaton may be referred to hereinafter, individually and collectively as "**Merging Corporations**".

- A. One Wheaton is a nonprofit corporation organized under the Minnesota Nonprofit Corporation Act, Chapter 317A of Minnesota Statutes (the "**Minnesota Act**") and is in good standing under the Minnesota Act.
- B. The Original Corporation is a not for profit corporation organized April 11, 2011 under the Florida Not For Profit Corporation Act, Chapter 617 of Florida Statutes (the "**Florida Act**") and is in good standing under the Florida Act.
- C. The leadership of each of the Merging Corporations has determined that it is in the best interests of the Original Corporation and One Wheaton, respectively, to join their ministries by merging the Merging Corporations, with One Wheaton as the surviving corporation (the "**Merger**").

NOW, THEREFORE, the Merging Congregations agree as follows:

- 1. The Merger shall be in accordance with Sections 317A.601, *et seq.* of the Minnesota Act, and Section 617.1101, *et seq.* of the Florida Act.
- 2. The effective date of the Merger shall be May 1, 2014 (the "**Merger Date**"). Prior to the Merger Date, each of the Merging Corporations shall have approved this Agreement and the Articles of Merger by the majority vote of a quorum of the board of directors present at a duly-called meeting in accordance with their respective articles of incorporation and by-laws. In the event that each of the Merging Corporations has not individually approved the Merger prior to the Merger Date, the Merger shall be deemed to be abandoned and the Articles of Merger will not be filed with the Office of the Secretary of State of Minnesota or the Office of the Secretary of State of Florida. After each of the Merging Corporations has approved the Merger, neither of the Merging Corporations shall have the right to abandon the Merger except as provided in Section 317A.631 of the Minnesota Act or Section 617.1103 of the Florida Act, as applicable.
- 3. Upon the Merger Date, the Original Corporation shall be merged with and into One Wheaton, and One Wheaton will be the "**Surviving Corporation**".
- 4. Upon the Merger Date, the separate existence of the Original Corporation shall cease and the Surviving Corporation shall not continue to do business in Florida.

5. From and after the Merger Date and until further amended in accordance with the Minnesota Act, the Articles of Incorporation of One Wheaton in effect immediately prior to the Merger Date shall be the Articles of Incorporation of the Surviving Corporation.

6. The officers, committee members and directors of One Wheaton in office immediately prior to the Merger shall, from and after the Merger, be the officers, committee members and directors of the Surviving Corporation. Officers, committee members and directors of the Surviving Corporation will be entitled to serve in their respective offices until the expiration of their terms.

7. Upon the Merger Date, all the property, rights, privileges, immunities and franchises of the Original Corporation and all of the property, real, personal and mixed, and all the debts due on whatever account to the Original Corporation, as well as all causes of action belonging to the Original Corporation, and the title to all real estate, if any, vested in the Original Corporation shall not revert or be impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation will be responsible and liable for all of the liabilities and obligations under the agreements of the Original Corporation. The rights of creditors or liens upon the property of either of the Merging Corporations will not be impaired by the merger, but any liens on any property owned by either of the Merging Corporations will be limited to the property upon which the liens were attached immediately prior to the Merger.

8. The principal place of business of the Surviving Corporation shall be Minnesota. The Surviving Corporation shall be governed by, and deemed to be located in, the State of Minnesota. The Surviving Corporation shall continue to be registered in the jurisdiction of Minnesota.

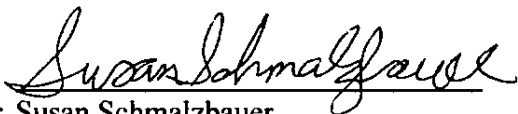
9. The Articles of Merger attached to this Agreement are hereby approved and One Wheaton is directed to file the Articles of Merger and this Plan of Merger with the Secretary of States of Minnesota and Florida not more than 30 days prior to the Merger Date.

10. The Merger is exempt from the requirements of notice to the Attorney General of the State of Minnesota, pursuant to Minnesota Statutes Section 317A.811, Subd. 6. The Secretary of the Surviving Corporation shall deliver to the Office of the Attorney General a copy of the Certificate of Merger when received.

IN WITNESS WHEREOF, the Merging Corporations have duly executed this Agreement and Plan of Merger as of the date written next to their respective names below.

*Signatures are on following pages.*

**ONE WHEATON, INC.,**  
a Florida not for profit corporation

By:   
Name: Susan Schmalzbauer  
Title: Chair

Date: 5-1-14

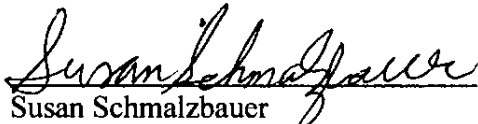
and

By:   
Name: Lora Wiens  
Title: Vice Chair

Date: 5-1-14




**ONE WHEATON,**  
a Minnesota nonprofit corporation

By:   
Name: Susan Schmalzbauer  
Title: President

Date: 5-1-14

and

By:   
Name: Lora Wiens  
Title: Vice President

Date: 5-1-14