

N11000011461

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ATTORNEYS AT LAW

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 OCT 26 PM 2:51

Merger

OCT 29 2012

T. BROWN



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2012

MJLL&W
1901 S HARBOR CITY BLVD STE 500
MELBOURNE, FL 32901

SUBJECT: MIDTOWN CHURCH, INC.
Ref. Number: N11000011461

We have received your document for MIDTOWN CHURCH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the name of the merging corporation is NEW RIVER BAPTIST CHURCH OF BREVARD COUNTY, INC., please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 912A00025192

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 OCT 26 PM 2:51

ARTICLES OF MERGER

The undersigned corporations, in accordance with Florida Statutes Section 617.1101 through 617.1105, have adopted a Plan of Merger, a copy of which is attached hereto, and submit the following Articles of Merger:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Midtown Church, Inc. 3410 Flanagan Ave West Melbourne FL 32904	Florida	Corporation
New River Baptist Church of Brevard County, Inc. 2450 Aurora Road Melbourne, FL 32935	Florida	Corporation

SECOND: The exact name, street address of the principal office, jurisdiction and entity type surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Midtown Church, Inc. 2450 Aurora Road Melbourne FL 32935	Florida	Corporation

THIRD: No changes in the articles of incorporation of the surviving corporation have been made.

FOURTH: The attached Plan of Merger was adopted by both of the undersigned corporations pursuant to Florida Statutes Section 617.1103.

FIFTH: The board of directors of each of the undersigned corporations have adopted the Plan of Merger.

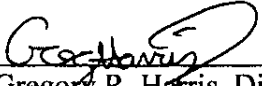
SIXTH: The Plan was adopted by Midtown Church, Inc. on May 6, 2012, by the unanimous vote of all the directors at a meeting called for that purpose. Midtown Church, Inc. has no members.

SEVENTH: The Plan was adopted by New River Baptist Church of Brevard County, Inc. on June 30, 2012, at a meeting called for that purpose, at which a quorum was present, by a vote of more than 90% of the members present and entitled to vote.

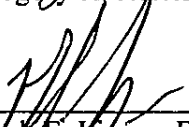
EIGHTH: The merger shall become effective as of the date filed with the Department of State.

Executed effective the 30th day of September, 2012.


Midtown Church, Inc.

By: 

Gregory R. Harris, Director

By: 

Mark E. Linger, Director

By: 

Wallace J. Frederick, Director

New River Baptist Church of Brevard County, Inc.

By: 

Scott Bellinger, Trustee/Director

By: 

Joyce A. Searles, Trustee/Director

PLAN OF MERGER

The following plan of merger was adopted and approved by each party to the merger in accordance with Florida Statutes Section 617.1101 through 617.1105.

WHEREAS, Midtown Church, Inc., a Florida corporation ("Midtown"), and New River Baptist Church of Brevard County, Inc., a Florida corporation ("New River"), desire to enter into an agreement providing for the merger of New River into Midtown;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

A. The Merger. At the Effective Time of the Merger (as such term is hereinafter defined), in accordance with the provisions of applicable law and the terms of this Plan of Merger, New River will be merged with and into Midtown with Midtown surviving the Merger as the Surviving Corporation.

B. Effective Time of the Merger. The Merger shall become effective at 5:00 o'clock p.m. Eastern Daylight Time on the day on which Articles of Merger and this Plan of Merger are filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective as aforesaid is herein referred to as "Effective Time of the Merger."

C. Articles of Incorporation. The Articles of Incorporation of Midtown as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of Midtown from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Florida.

D. By-Laws. The By-Laws of Midtown as in effect immediately prior to the Effective Time of the Merger shall be the By-Laws of Midtown from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Florida, the Articles of Incorporation and the By-Laws of Midtown.

E. Directors. The directors of Midtown from and after the Effective Time of the Merger shall be as set forth below, and each shall hold his respective office or offices from and after the Effective Time of the Merger until his successor shall have been elected and qualified or as otherwise provided in the By-Laws of Midtown.

Gregory R. Harris
Mark E. Linger
Wallace J. Frederick

F. Membership. As of the date hereof, Midtown has no members. Members of New River shall not by virtue of the merger become members of Midtown, but shall have the same rights to become members as any other attendees, in accordance with the By-Laws of Midtown.

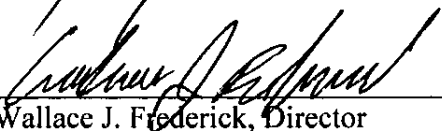
G. Certain Effects of the Merger. The separate existence and the corporate organization of New River shall cease at the Effective Time of the Merger except insofar as it may be continued by law, and thereupon New River and Midtown shall be a single corporation, sometimes hereinafter referred to as the "Surviving Corporation." At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, powers and franchises, both public and private in nature, and all the property, real, personal and mixed, and all debts due on whatever account, and all other things in action or belonging to New River shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and every other interest shall be thereafter the property of the Surviving Corporation. All rights of creditors and all liens upon any property of New River shall be preserved unimpaired, and all debts, liabilities, and duties of New River shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed effective the 30th day of September, 2012.

Midtown Church, Inc.

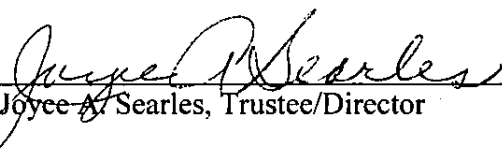
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