

N12000000229

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

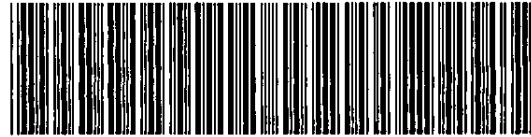
(Business Entity Name)

(Document Number)

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12/02/11--01028--009 **70.00

01/20/12--01006--010 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 20 AM 11:00

Merger
@ 1/20/12



VIA FED-EX

January 12, 2012

Mr. Irene Albritton
Regulatory Specialist II
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Saint Margaret's Church, Inc.
Reference No.: 704364

Dear Ms. Albritton:

It was a pleasure speaking with you this morning. Enclosed you will find the corrected Articles of Merger together with the \$35.00 check for the balance due. Also attached is the Corporation reinstatement form with a check in the amount of \$236.25 for the reinstatement. Thank you for your time and cooperation.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Manuel Mesa", written over a horizontal line.

Manuel Arthur Mesa

MAM/je

Enclosures

CC: Saint Margaret's Church

RECEIVED

12 JAN 19 AM 9:38

TALLAHASSEE, FLORIDA

T 305.863.1000
F 305.863.1022
E mesalaw@aol.com
730 NW 107th Ave, Suite 214
Miami, Florida 33172



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2012

MESA & ASSOCIATES, P.A.
ATTENTION: ROBYN LYNN SZTYNDOR, ESQ.
730 N.W. 107TH AVE - STE. 214
MIAMI, FL 33172

SUBJECT: SAINT MARGARET'S CHURCH, INC.
Ref. Number: 704364

We have received your document for SAINT MARGARET'S 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):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

The date of adoption of each amendment must be included in the document.

PLEASE ENTITLE (EXHIBIT A) PLAN OF MERGER.

ALL THE ENTITIES INVOLVED IN THE MERGER MUST BE ACTIVE CORPORATIONS ON FILE WITH THIS OFFICE. IT APPEARS THE SURVIVING CORPORATION HAS NOT BEEN FILED WITH THIS OFFICE. PLEASE SEE THE ENCLOSED LETTER REFERENCING THE REJECTION OF THE NEW FILING.

ALL THE CORPORATE NAMES SHOULD BE THE SAME THROUGHOUT THE DOCUMENT.

THE REINSTATEMENT FORM WAS NOT INCLUDED WITH THE CORRESPONDENCE. PLEASE COMPLETE THE ENCLOSED FORM TO REINSTATE.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 412A00000395



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2011

MESA & ASSOCIATES, P.A.
ATTENTION: ROBYN LYNN SZTYNDOR, ESQ.
730 N.W. 107TH AVE., SUITE 214
MIAMI, FL 33172

SUBJECT: SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.
Ref. Number: N99000003357

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2011 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application or a current corporate annual report/uniform business report form and the appropriate fees.

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$236.25.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 111A00027141

2271

ARTICLES OF MERGER

By and between:

**Saint Margaret's and San Francisco de Asis Episcopal Church, Inc.
[Surviving Corporation],**

**Saint Margaret's Church, Inc.
[First Merging Corporation],**

and

**San Francisco de Asis Episcopal Church, Inc.
[Second Merging Church]**

(All Not for Profit Corporations).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 20 AM 11:00

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name: Saint Margaret's & San Francisco de Asis Episcopal Church, Inc.

Jurisdiction: Florida

Document Number: N12000000229

Second: The name and jurisdiction of each merging corporation:

(1) Name: Saint Margaret's Church, Inc.

Jurisdiction: Florida

Document Number: 704364

(2) Name: San Francisco de Asis Episcopal Church, Inc.

Jurisdiction: Florida

Document Number: N99000003357

Third: The Plan of Merger is attached as Exhibit A and the terms and conditions are hereby incorporated by reference as if fully set forth herein.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

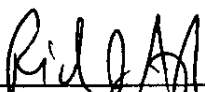
Sixth: ADOPTION OF MERGER BY MERGING CORPORATIONS

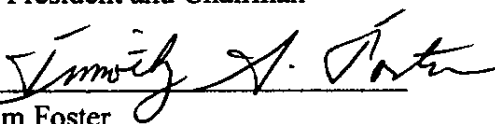
The plan of merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.


Seventh: SIGNATURES FOR EACH CORPORATION

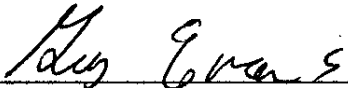
(1) Surviving Corporation:

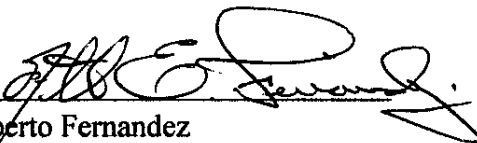
Saint Margaret's and San Francisco de Asis Episcopal Church, Inc.


By: 
The Reverend Richard Aguilar
as President and Chairman

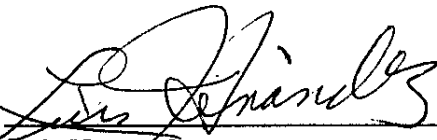
By: 
Tim Foster
as Treasurer and Director

By: 
Manuel G. Mesa
as Vice President and Director

By: 
Guy Evans
as Secretary and Director

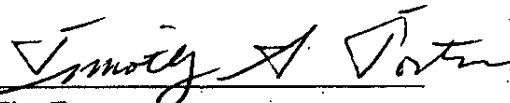
By: 
Alberto Fernandez
as Director

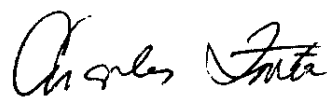
By: 
Wayne Dott
as Director

By: 
Luis Hernandez
as Director

(2) First Merging Corporation:

Saint Margaret's Church, Inc.

By: 
Tim Foster
as Treasurer

By: 
Charles Foote
as Director

By: Wayne Dott
Wayne Dott
as Director

By: Guy Evans
Guy Evans
as Director

By: Justin Matthews
Justin Matthews
as Director

By: Michael Ola
Michael Ola
as Director

(3) Second Merging Corporation:

San Francisco de Asis Episcopal Church, Inc.

By: Braulio Peruyero
Braulio Peruyero
as Director

By: Manuel G. Mesa
Manuel G. Mesa
as Director

By: Xiomara Betancourt
Xiomara Betancourt
as Director

**Saint Margaret's Church, Inc. and San Francisco de Asis
Episcopal Church, Inc.: Plan of Merger**

We, the undersigned, do hereby associate ourselves together for the purpose of merging into one not for profit corporation under the general laws of the State of Florida for the incorporation of religious societies, and to that end do hereby adopt and declare the following Plan of Merger:

Article I

WHEREAS, Saint Margaret's Church, Inc. (hereinafter "Saint Margaret's") and San Francisco de Asis Episcopal Church, Inc. (hereinafter "San Francisco") agree to hereafter merge into one not for profit entity organized pursuant to chapters 607 and 617 of the Florida statutes, which shall be titled SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC.;

Article II

WHEREAS, the terms and conditions of this proposed merger are that both Saint Margaret's and San Francisco shall merge together into a new entity and be managed by one vestry comprised of no less than six members. The Rector of Saint Margaret's and San Francisco de Asis Episcopal Church, Inc. shall preside at all meetings. The remaining six members shall be comprised initially of three members from the membership roll of Saint Margaret's and three members from the membership roll of San Francisco. Two of the six members shall serve three year terms; two of the six members shall serve two year terms; and the remaining two members shall serve one year terms. As each term expires and the election of new members is required the new members shall be comprised of one member from the membership roll of Saint Margaret's at the time of this merger and one member from the membership roll of San Francisco at the time of this merger. This requirement shall continue for six years or until modified or amended by a supermajority (66 2/3%) of the vestry. After the six years, the election of new members to the vestry shall be from the membership roll of Saint Margaret's and San Francisco de Asis Episcopal Church, Inc. All other decisions of the Vestry shall be made by a simple majority.

Article III

WHEREAS, the merged or surviving entity of Saint Margaret's and San Francisco de Asis Episcopal Church, Inc., being a not for profit corporation comprised of the merger of two not

for profit corporations, no provision for the exchange, conversion, transformation, switching, and/or replacement of shares of ownership shall be required.

Article IV

WHEREAS, the undersigned do hereby incorporate and accept the following purposes of this corporation:

- A. To establish a combined and unified mission in the area of Miami Lakes, Hialeah and its vicinities;
- B. To reach persons in the area of Miami Lakes, Hialeah and its vicinities that are not currently attending any church;
- C. To offer an alternative to those Episcopalians in the area of Miami Lakes and Hialeah and its vicinities who are not presently attending church;
- D. The mission of SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. is to restore and support the public worship of Almighty God, according to the faith and discipline of The Episcopal Church and of the Diocese of Southeast Florida;
- E. The corporation shall abide by and be subject to the Constitution and Canons of the Episcopal Church and the Diocese of Southeast Florida.
- F. To provide public worship of Almighty God, according to the faith and discipline of The Episcopal Church in the United States of America and of the Church in the Diocese of Southeast Florida, in the English and Spanish languages, with at least one mass per week in each language.

Article V

WHEREAS, the principal office of the organization for the surviving corporation known as Saint Margaret's and San Francisco de Asis Episcopal Church, Inc. shall be:

15650 Miami Lakeway North

Miami Lakes, Florida 33014

Article VI

WHEREAS, the registered office of the surviving corporation and the registered agent located at that office are:

Manuel Arthur Mesa

730 NW 107th Avenue, Suite 115

Miami, Florida 33172

The Board of Directors of the Corporation, also known as the "Vestry", may from time to time move the registered office to any other address in Florida;

Article VII

WHEREAS, the members of the corporation shall be those persons who are qualified voters at the election for the members of the Vestry under the Canons of the Church. No person who shall disclaim or refuse conformity to the Constitution, Canons and Doctrines of the Episcopal Church or of the Constitution and Canons of the Diocese of Southeast Florida shall be a member of this corporation or eligible for membership therein, nor shall any such person vote for Vestry persons or appointed or elected a member of the Vestry, or exercise any function in, concerned or connected with this corporation;

Article VIII

WHEREAS, the term for which this corporation is to exist shall be perpetual or until such time as said corporation shall have been dissolved or merged by law;

Article IX

WHEREAS, the undersigned shall not encumber, sell, alienate, transfer, or convey real property except as provided by the Plan of Merger of SAINT MARGARET AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. and the Canons of the Diocese of Southeast Florida;

Article X

WHEREAS, the property of Saint Margaret's and the property of San Francisco shall be contributed towards SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. as follows. All assets in the name of Saint Margaret's shall be transferred to SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. All assets in the name of San Francisco shall be transferred to SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. All assets comprised of ear marked or restricted funds by each church shall remain ear marked and/or restricted for the purposes collected under the name of SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. After the merger is effectuated, the vestry shall cause new bank accounts to be opened with no less than two signatures required and the old bank accounts shall be closed. The opening and closing of bank accounts and the transfer of all property into SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. shall be completed no later four months from the effective date of the merger.

Article XI

WHEREAS, the effective date of the merger is the date the Articles of Merger are filed with the Florida Department of State.

Article XII

WHEREAS, recognizing the purpose of providing public worship of Almighty God, according to the faith and discipline of The Episcopal Church and the Diocese of Southeast Florida in the English and Spanish languages, SAINT MARGARET'S AND SAN FRANCISCO DE ASIS EPISCOPAL CHURCH, INC. shall hold at least one mass per week in each language; and at least one bi-lingual mass each year.

IN WITNESS WHEREOF, the undersigned incorporators have executed this Plan of Merger on this 15 day of JUNE, 2010.

Saint Margaret's and San Francisco de Asis Episcopal Church, Inc.

By: Richard Aguilar
The Reverend Richard Aguilar
as President and Chairman

By: Timothy A. Foster
Tim Foster
as Treasurer and Director

By: Manuel G. Mesa
Manuel G. Mesa
as Vice President and Director

By: Guy Evans
Guy Evans
as Secretary and Director

By: Alberto Fernandez
Alberto Fernandez

as Director

By: Wayne Dott
Wayne Dott
as Director

By: Luis Hernandez
Luis Hernandez
as Director

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of
JUNE, 2010, by:

The Reverend Richard Aguilar

Tim Foster

Manuel G. Mesa

Guy Evans

Alberto Fernandez

Wayne Dott

Luis Hernandez

all of whom produced Driver Licenses as identification and who did take an oath.

[Signature]

Notary Public

