

N12000008317

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MERGER OR SHARE EXCHANGE

Agape Lake Forest, Inc.

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*Mergers
3/28/18*

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
LAKE FOREST ACQUISITION CORPORATION,
a Florida corporation
into
AGAPE LAKE FOREST, INC.,
a Florida not for profit corporation

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ALBANY, FLORIDA

The following articles of merger are submitted in accordance with Sections 617.1105 and 607.1109, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AGAPE LAKE FOREST, INC. (the "Surviving Corporation")	Florida	N12000008317

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
LAKE FOREST ACQUISITION CORPORATION (the "Merged Corporation")	Florida	P00000114154

THIRD: The agreement and plan of merger is attached.

FOURTH: The effective date of the Merger shall be Oct. 1, 2012 (the "Effective Date").

FIFTH: The Surviving Corporation has no members. 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 Sept. 24, 2012. The number of directors then in office is five (5), and the number of such directors that voted in favor of the agreement and plan of merger is five (5).

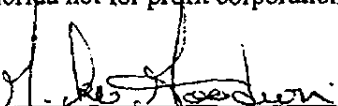
SIXTH: The agreement and plan of merger was adopted by the board of directors and the shareholders of the Merged Corporation, and executed in accordance with Section 607.1103, Florida Statutes, on Sept. 24, 2012.

Signed this 24th day of September, 2012, and effective as of the Effective Date.

SURVIVING CORPORATION:

AGAPE LAKE FOREST, INC.,
a Florida not for profit corporation

By:


Mike Goodwin, President

MERGED CORPORATION:

LAKE FOREST ACQUISITION
CORPORATION, a Florida corporation

By:


Mark A. Hiatt, President

#1105202

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, is made and entered into this 24th day of September, 2012, and shall be effective as of October 1, 2012 (the "Effective Date"), by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

AGAPE LAKE FOREST, INC., a Florida not for profit corporation (the "Surviving Corporation").

Date of incorporation: August 28, 2012

II - MERGED CORPORATION

LAKE FOREST ACQUISITION CORPORATION, a Florida corporation ("Merged Corporation").

Date of incorporation: December 13, 2000

WITNESSETH:

WHEREAS, the Merged Corporation is a 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 shareholders 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 Chapters 617 and 607 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.

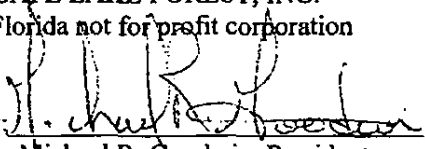
ARTICLE II
CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be AGAPE LAKE FOREST, 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.

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

SURVIVING CORPORATION:

AGAPE LAKE FOREST, INC.
a Florida not for profit corporation

By: 
Michael R. Goodwin, President

MERGED CORPORATION:

LAKE FOREST ACQUISITION
CORPORATION, a Florida corporation

By: 
Mark A. Hiatt, President