

N12130

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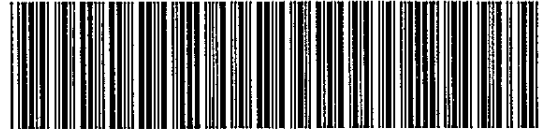
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Special Instructions to Filing Officer:

Office Use Only

Corrected name of  
merging corp. per  
Jamie

Back dated to 9/25  
(signature)



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09/25/03--01024--018 \*\*70.00

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03 SEP 25 PM 2:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/17/03  
MERGER  
zf

**LAW OFFICES**  
**LEWIS & BERNARD, P.A.**  
24 N. Market Street, # 500  
Jacksonville, Florida 32202

Sidney E. Lewis  
Lawrence J. Bernard

Telephone: (904) 355-9003  
Fax No.: (904) 350-9823

September 22, 2003

Secretary of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, Florida 32314

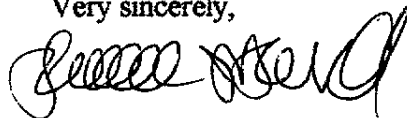
Re: Gardenview Baptist Church, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Merger, Agreement for Merger, and Resolution Changing Corporation Name for the above referenced corporation which are forwarded to you for filing with the State of Florida. Please file same and return to me a stamped copy and letter issuing a Division of Corporations document number. I have included a check in the amount of \$70.00 to cover your filing fees.

Thank you for your kind attention to this matter.

Very sincerely,



Lawrence J. Bernard

/mn  
Enclosures

ARTICLES OF MERGER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Department of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

1. The undersigned non-profit corporations have adopted an agreement of merger, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.
2. The name of the surviving corporation is Gardenview Baptist Church, Inc., a Florida non-profit corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations was adopted pursuant to 617.1103 of the Florida Not for Profit Corporation Act.
5. The merger of the undersigned corporations will become effective on the date the Certificate of Merger is issued by the Department of State.
6. The Board of Directors of each of the undersigned corporations have adopted the Agreement of Merger.
7. The members of Gardenview Baptist Church, Inc. have adopted the Agreement of Merger at a special meeting called and held for that purpose on the 18th day of May, 2003, at which meeting a quorum was present at voting and such Agreement of Merger was ratified and approved by a majority of the members present and entitled to vote.
8. The members of RiverView Baptist Church of Jacksonville, Florida, Inc. adopted the Agreement of Merger, at a special meeting called and held for that purpose on the 18th day of May, 2003, which meeting a quorum was present at voting and such Agreement of Merger was ratified and approved by at least 2/3 of the members present and entitled to vote.

Dated September 21, 2003.

GARDENVIEW BAPTIST CHURCH, INC.

By: Bruce Wells  
Bruce Wells, President  
Lee Taylor  
Lee Taylor, Secretary

RIVERVIEW BAPTIST CHURCH OF  
JACKSONVILLE, FLORIDA, INC.

By: Walter Lundquist  
Walter Lundquist, Trustee  
Bobbie Harris  
Bobbie Harris, Trustee  
Charles Carter  
Charles Carter, Trustee

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Bruce Wells, as President of Gardenview Baptist Church, Inc., and he acknowledged to and before me that he executed the foregoing instrument as the act and deed of the said corporation and for the purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the State and County named above this 18 day of September 2003.



Sherry L. Harper  
My Commission DD202839  
Expires May 06, 2007

Sherry L. Harper  
Notary Public

Notary's Stamp or Seal:

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Walter Lunquist, Bobbie Harris, and Charles Carter, as Trustees of River View Baptist Church of Jacksonville, Florida, Inc., and they acknowledged to and before me that they executed the foregoing instrument as the act and deed of the said corporation and for the purposes therein expressed. They are personally known to me.

WITNESS my hand and official seal in the State and County named above this 18 day of September 2003.



Sherry L. Harper  
My Commission DD202839  
Expires May 06, 2007

Sherry L. Harper  
Notary Public

Notary's Stamp or Seal:

/mn

## **AGREEMENT OF MERGER**

This agreement is made as of this 18th day of May, 2003, by and between Gardenview Baptist Church, Inc., a Florida non-profit corporation, hereinafter referred to as Gardenview, and RiverView Baptist Church of Jacksonville, Florida, Inc., a Florida non-profit corporation, hereinafter referred to as River View, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

### **RECITALS**

A. The respective Boards of Directors and members of the constituent corporations deem it advisable that RiverView Baptist Church of Jacksonville, Florida, Inc. (the disappearing corporation) be merged into Gardenview Baptist Church, Inc. (the surviving corporation) under the laws of the State of Florida, in the manner provided therefore pursuant to Section 617.1101 of the Florida Not for Profit Corporation Act.

B. The respective Boards of Directors and members of the constituent corporations have agreed that no changes or amendments in the Articles of Incorporation of the surviving corporation will be made.

C. Now, therefore, in consideration of the premises in the mutual agreements hereinafter contained, the constituent corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

#### **1. Agreement to Merge**

The constituent corporations hereby agree that RiverView Baptist Church of Jacksonville, Florida, Inc., the disappearing corporation, shall be merged into Gardenview Baptist Church, Inc., the surviving corporation.

#### **2. Name of Merged Corporation**

The name of the surviving corporation shall be Gardenview Baptist Church, Inc., a Florida non-profit corporation.

#### **3. Principal Office of Surviving Corporation**

The principal office of the surviving corporation shall be located at the following address:

3139 Armsdale Road  
Jacksonville, FL 32218

#### **4. Purpose of Surviving Corporation**

The purpose of the surviving corporation is to engage in any lawful acts or activities for which corporations may be formed under Chapter 617 of the Florida Statutes as may be limited or further described in the Constitution and Bylaws of the surviving corporation.

#### **5. Board of Directors of Surviving Corporation**

a. The disappearing corporation shall have the right to elect three (3) members of the Board of Directors of the surviving corporation at the date of merger, who shall serve in such capacity until the next annual membership meeting or until their successor shall be elected and qualified. Subsequently, all directors shall be elected in the manner set forth in the Constitution and Bylaws of the surviving corporation.

b. Bylaws of the surviving corporation, if necessary, shall be amended in order to increase any required number of directors.

#### **6. Registered Agent of Surviving Corporation**

The individual hereinafter named shall be the registered agent for the surviving corporation, at the address hereinbelow set forth, upon whom process, notices and demands against the surviving corporation may be served:

Bruce Wells.  
3139 Armsdale Road  
Jacksonville, FL 32218

#### **7. Assets of Disappearing Corporation**

All of the property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, all and every other interest of or belonging to or due to the disappearing corporation shall be deemed to be transferred, conveyed to and vested in the surviving corporation without further act or deed and the title to or any interest in the real estate vested in such corporation shall not revert or in any way be impaired by reason of such merger. Such assets may be described in a separate exhibit attached hereto.

#### **8. Liabilities of Disappearing Corporation**

The surviving corporation shall assume and shall henceforth be responsible and liable for all of the liabilities and obligations of the disappearing corporation and any claim existing, or action or proceeding pending by or against the disappearing corporation may be prosecuted as if such merger had not taken place or the surviving corporation may be substituted in its place. Such liabilities and obligations may be described in a separate exhibit attached hereto.

**9. Articles of Incorporation of Gardenview Baptist Church, Inc., a Florida Corporation**

The articles or certificates of incorporation of the surviving corporation shall not be amended and shall continue to be the articles or certificates of incorporation of the surviving corporation in its present format and content unless further amended pursuant to Florida Statute and the existing terms of the articles.

**10. Bylaws and Constitution of Surviving Corporation**

The bylaws and constitution of the surviving corporation shall, except as they have already been previously amended, shall continue in their present form and content to be the constitution and bylaws of the surviving corporation.

**11. Effective date of Agreement**

This agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**12. Officers of Surviving Corporation**

On the effective date of the merger, the following person shall be elected to the offices hereinabove and hereinbelow described to serve in such capacities until the next annual meeting of the board of directors or until their successors shall be elected and shall qualify.

President Bruce Wells

Vice President Harold Davis

Secretary Lee Taylor

**13. Employees of RiverView Baptist Church of Jacksonville, Florida, Inc.**

All employees and staff of the disappearing corporation shall continue to be employed by the surviving corporation until terminated in the normal course of business.

**14. Books and Records of RiverView Baptist Church of Jacksonville, Florida, Inc.**

It is agreed that the books and records of the disappearing corporation shall be audited for the period from the end of the last fiscal year of said corporation to the effective date of the merger. Such audit shall be conducted by an accountant or CPA of the disappearing

corporation (or, if desired, the surviving corporation) and shall be completed within six months following the date of merger.

**15. Management and Decisions by Board of Directors of Garden View Baptist Church, Inc.**

Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.

In witness whereof, the constituent corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and members thereof, on the day and year first above written.

GARDENVIEW BAPTIST CHURCH, INC.

By: Bruce Wells  
Bruce Wells, President  
Lee Taylor  
Lee Taylor, Secretary

RIVERVIEW BAPTIST CHURCH OF  
JACKSONVILLE, FLORIDA, INC.

By: Walter Lundquist  
Walter Lunquist, Trustee  
Bobbie Harris  
Bobbie Harris, Trustee  
Charles Carter  
Charles Carter, Trustee