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(City/State/Zip/Phone #)

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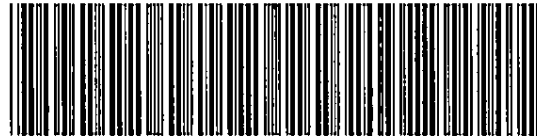
(Business Entity Name)

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17 OCT 13 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Merger

OCT 15 2017

RECEIVED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Saving Grace Bible Church, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Marc Wragg

(Contact Person)

Saving Grace Bible Church, Inc.

(Firm/Company)

2550 Englewood Road

(Address)

Englewood FL, 34223

(City/State and Zip Code)

For further information concerning this matter, please call:

Marc Wragg

(Name of Contact Person)

At ( 941 ) 525-6196

(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



**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 9/26/2017. The number of directors in office was 5. The vote for the plan was as follows: 5 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on 10/4/2017. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 17 FOR 0 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

SAVING GRACE BIBLE Church, Inc

M. L. Wray

Marc Wray Elder

SAVING GRACE BIBLE Church, Inc.

Matthew Phillips

MATTHEW PHILLIPS chairman

GOOD SHEPHERD CHURCH

Robert Schmidt

Robert Schmidt Treasurer

GOOD SHEPHERD CHURCH

Harold Lee Arneson

HAROLD LEE ARNESON, SECRETARY

Good Shepherd Church

Douglas P. Emmett

Douglas P Emmett - Elder

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## **MERGER AGREEMENT**

The following Merger Agreement is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name of each **merging** corporation is:

NAME	JURISDICTION
Good Shepherd Church of Englewood, Inc.	The State of Florida
Saving Grace Bible Church, Inc.	The State of Florida

2. The name and jurisdiction of the **surviving** corporation will be Saving Grace Bible Church, Inc.

3. The terms and conditions of the merger are as follows:


- a. The Board of Directors of Good Shepherd Church of Englewood, Inc. must adopt a resolution approving the proposed plan of merger and directing that the plan be submitted to a vote at a special meeting of the members.
- b. The Board of Directors of Saving Grace Bible Church, Inc. must adopt a resolution approving the proposed plan of merger.
- c. The proposed Bylaws as exhibited in "Addendum A" shall be adopted by Good Shepherd Church of Englewood, Inc. and Saving Grace Bible Church, Inc.
- d. The Statement of Faith of Saving Grace Bible Church, Inc. shall be the surviving document.
- e. The Elder primarily responsible for preaching and teaching shall be Marc Wragg.
- f. The Elders of the merged church shall be Eric Borgstrom, Elder; Joseph Gearo, Elder; Colin Jordan, Elder; Matthew Phillips, Elder; Marc Wragg, Elder. Former Elders of Good Shepherd Church of Englewood, Inc. may be nominated for the office of Elder and begin the process with Saving Grace Bible Church, Inc.
- g. The Deacons of Saving Grace Bible Church, Inc. shall continue to serve in their respective roles from the date of the merger.

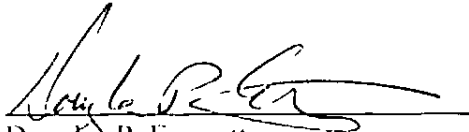
- h. Saving Grace Bible Church, Inc. will assume the rights and responsibility of all property, accounts, and holdings. Saving Grace Bible Church, Inc. will not sell the Good Shepherd Church of Englewood, Inc. property without the involvement and support of Harold Lee Arneson, Douglas P. Emmett, and Robert Schmidt as long as they are members in good standing at Saving Grace Bible Church, Inc.
- i. Saving Grace Bible Church, Inc. will continue to support the current missionaries of Good Shepherd Church of Englewood, Inc. through June, 30<sup>th</sup> 2018. During this time each missionary's needs, circumstances, and work will be assessed. Each missionary will be updated on the merger after the merger has taken place. By June 30<sup>th</sup> 2018 the Board of Elders will determine the future support of each missionary.
- j. Articles of Merger must be executed by Good Shepherd Church of Englewood, Inc. and by Saving Grace Bible Church, Inc. and filed with the Florida Department of State, Division of Corporations.
- k. The members of Good Shepherd Church of Englewood, Inc. shall be received as members of Saving Grace Bible Church, Inc. upon confirmation of status of members in good standing at Good Shepherd Church of Englewood, Inc. and the attendance of a membership meeting. Their new membership is recorded upon their completion of the right hand of fellowship held at a Sunday Service.

4. Adoption of the Plan of Merger

- a. The effective date of the merger shall be 10/05/2017.
- b. This Merger Agreement must be approved by a majority of the voting quorum of Good Shepherd Church of Englewood, Inc. and Unanimous approval of the Elders of Saving Grace Bible Church, Inc. at a meeting called for the specific purpose of voting on the Merger Agreement.
- c. At any time prior to the filing of the Merger Agreement with the Secretary of State, either church may withdraw from the merger upon the vote two-thirds majority of the voting members.
- d. The respective Boards outlined in Section 4 (a) & (b), hereby affirm the terms of the merger agreement have been met.

  
Harold Lee Arneson

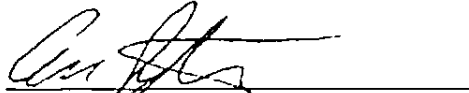
  
Secretary  
Position

  
Douglas P. Emmett

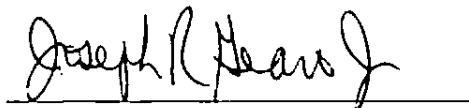
Elder  
Position

  
Robert Schmidt


Treasurer  
Position

  
Eric Borgstrom

Elder  
Position

  
Joseph Gearo

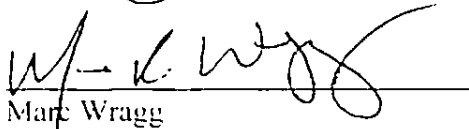
Elder  
Position

  
Colin Jordan

ELDER  
Position

  
Matthew Phillips

ELDER  
Position

  
Marc Wragg

Elder  
Position

10/9/2017  
Date



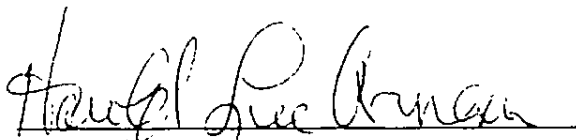
Good Shepherd Church  
2550 Englewood Road  
Englewood, Fl. 34223

Object: Certificate of Corporate Resolution

I Harold Lee Arneson, Secretary of Good Shepherd Church of Englewood, Inc. do hereby certify that at a meeting of the directors of the corporation held at Good Shepherd Church on September 18, 2017 it was upon motion made and seconded, that it be voted:

That the Board of Directors of Good Shepherd Church of Englewood, Inc. approved the proposed plan of merger with Saving Grace Bible Church, Inc. and further that said plan be presented to a vote at a special meeting of the Good Shepherd Church members to be held on October 4, 2017.

I further certify that the foregoing vote is in full force without rescission, as modification or amendment.

A handwritten signature in black ink, appearing to read "Harold Lee Arneson", written over a horizontal line.

Harold Lee Arneson

Secretary

September 18, 2017

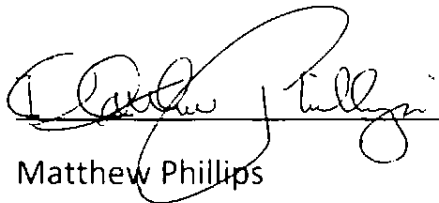
Saving Grace Bible Church  
235 N. Tamiami Trail  
Osprey, FL. 34229

Object: Certificate of Corporate Resolution

I Matthew Phillips, Elder of Saving Grace Bible Church, Inc. do hereby certify that at a meeting of the directors of the corporation held at 1041 Bayshore Drive, Englewood, FL 34223 on September 26, 2017 it was upon motion and seconded, that it be voted:

That the Board of Directors of Saving Grace Bible Church, Inc approved the proposed plan of merger with Good Shepherd Church of Englewood, Inc. and that the non-voting members of Saving Grace Bible Church, Inc. will be informed at a meeting on October 8, 2017.

I further certify that the foregoing vote is in full force without rescission, as modification or amendment.



---

Matthew Phillips  
Elder

September 26, 2017