

Florida District Church of the Nazarene, Inc.

District Office
4720 Cleveland Heights Blvd., Suite 303
Lakeland, FL 33813
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863-648-2710 - FAX

District Treasurer
4029 Atlantic Blvd.
Jacksonville, FL 32207
904-396-5400 - Office
904-396-9226 - FAX

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

March 20, 2014

Dear Sir/Madam:

Please find attached the Articles of Merger from North Florida District Church of the Nazarene, Inc. and Central Florida District Church of the Nazarene, Inc. into Florida District Church of the Nazarene, Inc., all Florida not-for-profit corporations, and the related Agreement and Plan of Merger, along with our check for \$105.00 for the filing fee for three involved entities. We would appreciate your prompt attention to the filing of this application and returning the confirmed Articles to my address as the incorporator – 4029 Atlantic Blvd., Jacksonville, FL 32207-2036.

Thank you for your prompt attention to this filing. If you should have any questions, feel free to contact me at the address in the upper right corner of this letter.

Sincerely,



Mark R. Patrick, CPA
District Treasurer

Enclosure

FILED
14 MAR 25 2:10:43
SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER for
FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.**

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, Chapter 617 and pursuant to section 607.1109, Florida Statutes.

First: The Name and jurisdiction of the Surviving Non-Profit Corporation is:

FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.,
which shall operate under the jurisdiction of the State of Florida.

Second: The name and jurisdiction of each merging corporation is:

Name	Jurisdiction	Document Number
1) CENTRAL FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.	Florida	749538
2) NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.	Florida	728428

Third: The Plan of Merger is attached.

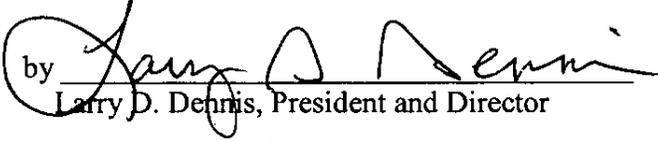
Fourth: The merger shall become effective on the later of March 1, 2014 or the date the Articles of merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the delegates of FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC. on November 19, 2013

Sixth: The Plan of Merger was adopted by the delegates of CENTRAL FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC., on May 6, 2014. The Plan of Merger was adopted by the delegates and directors of NORTH FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC., on May 10, 2013.

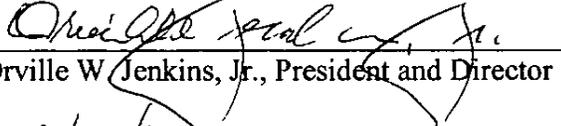
Seventh: By signature below we hereby Certify to the Authenticity and filing of these Articles of Merger.

CENTRAL FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.

by 
Larry D. Dennis, President and Director

Date 02/27/2014

NORTH FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.

by 
Orville W. Jenkins, Jr., President and Director

Date 02/27/2014

**AGREEMENT AND PLAN OF MERGER FOR
FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.**

Parties:

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is entered into by and between the Central Florida District Church of the Nazarene, Inc., a 501(c)3 religious, nonprofit Florida corporation ("CFD"), the North Florida District Church of the Nazarene, Inc., a IRC Section 501(c)3 religious, nonprofit Florida corporation ("NFD"), and Florida District Church of the Nazarene, Inc., ("FLORIDA") and is effective March 1, 2014 or, if thereafter, upon the date of the final approval of said merger by the respective delegate members of each corporation.

Recitals:

1. The CFD Organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
2. The NFD Organization is a 501(c)3 religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
3. On the date of this Merger Agreement, the CFD Organization and the NFD Organization are both recognized as separate districts of the Church of the Nazarene. The CFD and NFD are each separate nonprofit corporations. The CFD and NFD each have its own member delegates ("Member Delegates") and board of directors, known as the District Advisory Board (referred to hereafter collectively as "DAB").
4. Each of the Delegations and Boards of the CFD and the NFD have determined that it is advisable and in the best interests of its non-profit corporation and the churches that comprise that corporation (i.e., districts) that the CFD merge with the NFD and into FLORIDA upon the terms and conditions of this Merger Agreement. For the purpose of merger the CFD and NFD will merge into FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC. ("FLORIDA"), a simultaneously formed 501(c)(3) religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act).
5. The DAB of CFD has, by resolution duly adopted and approved this Merger Agreement and directed that this Merger Agreement be submitted to a vote of the Delegate Members of the CFD for approval as required under Sections 617.1103 *et. seq.* of the Florida Not For Profit Corporation Act.
6. The DAB of NFD has, by resolution duly adopted and approved this Merger Agreement and directed that this Merger Agreement be submitted to a vote of the Delegate Members of the NFD for approval as required under Sections 617.1103 *et. seq.* of the Florida Not For Profit Corporations Act.
7. The affirmative vote of a majority of the Delegate Members present and voting at the properly noticed and called Annual Meeting of the CFD occurred May 6, 2013. The affirmative vote of a majority of the Delegate Members present

and voting at the properly noticed and called Annual Meeting of the NFD occurred May 10, 2013.

8. Therefore, the Delegate Members of CFD and NFD have, by an affirmative vote cast at the properly noticed and called regular session of an Annual Meeting of the CFD and NFD, meeting separately, approved respective proposed amendments to the Articles of Incorporation of the CFD and the NFD to effectuate the Merger.

9. The parties intend by this Merger Agreement to effect a "merger" of these religious 501(c)3, non-profit corporations as provided for under Sections 617.1101 *seq.* and 617.1103 of the Florida Not For Profit Corporation Act with the surviving corporation being FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC. ("Surviving Corporation"). The parties also intend by this Merger Agreement to effect a "merger" of CFD and NFD into FLORIDA; as one district affiliated with the Church of the Nazarene.

Terms and Provisions:

In consideration of the foregoing recitals and of the following terms and provisions, and subject to the following conditions, it is agreed:

10. Merger. At the Effective Time (as defined in this Section 1), the CFD and NFD Organizations shall be merged with and into the FLORIDA Organization (the "Merger"). The FLORIDA Organization shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), with all of the rights and obligations of such domestic Florida nonprofit corporation, as provided by the Florida Not For Profit Corporation Act, Fla. Stat. § 617, and the separate corporate existences of the CFD and NFD Organizations shall cease. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State. The date and time when the Merger shall become effective is herein referred to as the "Effective Time." A copy of the Articles of Merger shall be filed with the Florida Department of State in accordance with Fla. Stat. § 607.1109 and Fla. Stat. § 617.1105.

11. Purpose of Surviving Corporation. The purpose of the Surviving Corporation is set forth in the Articles of Incorporation of the FLORIDA Organization, and is generally to carry on the religious mission, programs and activities of the combined non-profit religious corporations. As of the Effective Time of the Merger, the principal office of the Surviving Corporation is located at: 4720 Cleveland Heights Boulevard, Suite 303, Lakeland FL 33813.

12. Governing Documents.

a. Articles of Incorporation of the FLORIDA Organization, as set forth in Exhibit A hereto, shall be the Articles of Incorporation of the Surviving Corporation ("Articles of Incorporation").

b. The Manual of the Church of the Nazarene (The Manual), which serves as its bylaws.

13. Officers and Directors. The persons who are officers and directors of CFD and NFD Organizations immediately prior to the Effective Time, along with those additional members appointed to the District Advisory Board representing the CFD and NFD Organizations in accordance with and to effectuate this Merger shall be the

officers and directors of the Surviving Corporation, without change, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation, Manual, and applicable law.

14. Name. The name of the Surviving Corporation shall be FLORIDA DISTRICT CHURCH OF THE NAZARENE, INC.

15. Succession. At the Effective Time, the separate corporate existence of the CFD and NFD Organizations shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the CFD and NFD Organizations; and all the rights, privileges, powers and interests of the CFD and NFD Organizations, including but not limited all funds held by the CFD and NFD Organizations, all properties and interests, and all debts due or gifts made to the CFD and/or NFD Organizations on whatever account, as well as all other things in action, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as the same were of the CFD and NFD Organizations, including but not limited to all facilities, and the title to any real estate vested by deed or otherwise shall not revert or be in any way impaired by reason of the Merger, but all rights of creditor and liens upon any property of the CFD and NFD Organizations shall be preserved unimpaired, and all debts, liabilities and duties of the CFD and NFD Organizations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; provided, however, that such liens upon property of the CFD and NFD Organizations will be limited to the property affected thereby immediately prior to the Merger.

CENTRAL FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.

by Larry D. Dennis
Larry D. Dennis, President & Director

Date: 2/1/14

NORTH FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.

by Orville W. Jenkins, Jr.
Orville W. Jenkins, Jr., President & Director

Date: 2/1/14

FLORIDA DISTRICT
CHURCH OF THE NAZARENE, INC.

by Larry D. Dennis
Larry D. Dennis, President & Director

Date: 2/1/14