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C.L.
5-4-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bellview United Methodist Church, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Louis A. Maygarden, III

Contact Person

Shell, Fleming, Davis & Menge, P.A.

Firm/Company

P.O. Box 1831

Address

Pensacola, Florida 32591

City, State and Zip Code

tmaygarden@shellfleming.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Louis A. Maygarden, III

Name of Contact Person

at (850) 434-2411

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

15 APR 27 PM 4:11

**ARTICLES OF MERGER
OF
ST. ANDREW UNITED METHODIST CHURCH OF PENSACOLA, INC.,
A Florida Corporation Not-For-Profit
INTO
BELLVIEW UNITED METHODIST CHURCH, INC.
A Florida Corporation Not-For-Profit**

ARTICLES OF MERGER between Bellview United Methodist Church, Inc., a Florida Corporation Not-For-Profit (the "Surviving Corporation"), and St. Andrew United Methodist Church of Pensacola, Inc., a Florida Corporation Not-For-Profit (the "Disappearing Corporation").

Pursuant to Sections 617.1101 through 617.1106, Florida Statutes, Bellview United Methodist Church, Inc. and St. Andrew United Methodist Church, Inc. adopt the following Articles of Merger:

1. The Plan of Merger dated July 1, 2014 ("Plan of Merger") between Bellview United Methodist Church, Inc. and St. Andrew United Methodist Church of Pensacola, Inc. was approved by the Board of Trustees of Bellview United Methodist Church, Inc. by resolution and was unanimously approved by the members of the corporation at a Special Meeting held on May 21, 2014, pursuant to written notice setting forth a summary of the proposed Plan of Merger, all in accordance with the bylaws of such corporation.

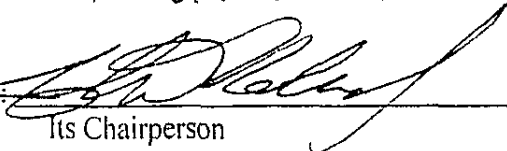
2. The Plan of Merger between Bellview United Methodist Church, Inc. and St. Andrew United Methodist Church of Pensacola, Inc. was also approved by the Board of Trustees of St. Andrew United Methodist Church of Pensacola, Inc. by resolution and was unanimously approved by the members of the corporation at a Special Meeting held on May 21, 2014, pursuant to written notice setting forth a summary of the proposed Plan of Merger, all in accordance with the bylaws of such corporation.

3. The Plan of Merger is attached as Exhibit "1" and is incorporated by reference herein as if fully set forth herein.

4. Under Section 617.1105, Florida Statutes, the date and time of the effectiveness of the merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

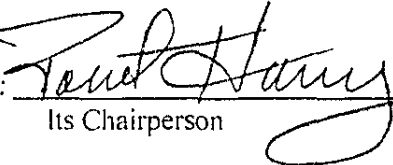
IN WITNESS WHEREOF the parties have set their hands on this 30th day of June, 2014.

St. Andrew
~~BELLVIEW~~ UNITED METHODIST
CHURCH, INC. of Pensacola, Inc.

BY: 
Its Chairperson

Bellview
UNITED
METHODIST

~~ST. ANDREW UNITED METHODIST~~
~~CHURCH OF PENSACOLA, INC. INC.~~

BY: 
Its Chairperson

SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
15 APR 27 PM 4:12

15 APR 27 PM 4:12

PLAN OF MERGER

THIS PLAN OF MERGER dated July 1, 2014, between Bellview United Methodist Church, Inc. (the "Surviving Corporation") and St. Andrew United Methodist Church of Pensacola, Inc. (the "Disappearing Corporation").

WHEREAS, Bellview United Methodist Church, Inc. is a Florida Corporation Not-For-Profit organized and existing under the laws of the State of Florida with its principal office at 4945 Saufley Field Road, Pensacola, Florida 32526, Florida; and,

WHEREAS, St. Andrew United Methodist Church of Pensacola, Inc. is a Florida Corporation Not-For-Profit organized and existing under the laws of the State of Florida with its principal office at 836 W. Michigan Avenue, Pensacola, Florida 32505; and,

WHEREAS, both parties are local congregations and part of the connectional body of the United Methodist Church; and,

WHEREAS, both parties wish to merge in order to more effectively fulfill their ministry; and,

WHEREAS, each party has approved this Plan of Merger in the manner required by their respective Bylaws and *The Book of Discipline of the United Methodist Church*;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties agree as follows:

1. Merger. St. Andrew United Methodist Church of Pensacola, Inc. shall merge with and into Bellview United Methodist Church, Inc., which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and all the property, real, personal, and mixed of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

3. Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

4. Conversion of Membership. On the effective date of merger, each membership in the Disappearing Corporation shall automatically convert to membership in the Surviving Corporation.

5. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute and original instrument.



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6. Authority to Merge. This Plan of Merger was proposed by resolution to the church charge conference or church local conference of each party, following which the pertinent conference of each church authorized the execution of this Plan of Merger. As evidenced by the below signature, the District Superintendent likewise approved and authorized this Plan of Merger.

Executed on behalf of the parties by the person authorized and empowered by their respective church charge conference or church local conference.

St. Andrew
~~BELLVIEW UNITED METHODIST~~
CHURCH, INC. of Pensacola, Inc.

BY: 

Its Chairperson

BELLVIEW ~~ST. ANDREW UNITED METHODIST~~
CHURCH OF PENSACOLA, INC. (NC)

BY: 

Its Chairperson

Approved and executed by Dr. Jeremy Pridgeon, District Superintendent of the Pensacola District of the Alabama-West Florida Conference of the United Methodist Church, as required by *The Book of Discipline of the United Methodist Church*.

PENSACOLA DISTRICT OF THE ALABAMA-
WEST FLORIDA CONFERENCE

BY: 

District Superintendent