

N15000005598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

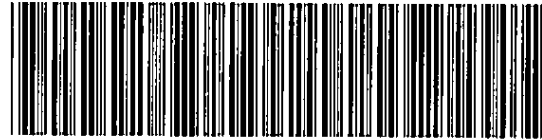
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Pierre Jean. Baptiste gave
authorization to add
Inc. to the new name.
dec 4/21

No Entity by surviving
name.
wrong form

Office Use Only



400371410544

08/13/21--01017--023 **110.75

FILED
2021 NOV 18 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FL

merge/Name Change

NOV 24 2021

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LA PLACE DE LA GRACE DE PSL 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:

PIERRE JEAN-BAPTISTE
(Contact Person)

WISE COUNSEL LEGAL SERVICES
(Firm/Company)

721 SW. BAYSHORE BLVD.
(Address)

PORT SAINT LUCIE, FL. 34983
(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FL

For further information concerning this matter, please call:

PIERRE JEAN-BAPTISTE At (772) 618-3190
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



RECEIVED

2021 NOV 18 AM 8:04

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 5, 2021

PIERRE J JEAN-BAPTISTE
WISE COUNSEL LEGAL SERVICES
721 SW BAYSHORE BLVD
PORT ST LUCIE, FL 34983

SUBJECT: LA PLACE DE LA GRACE DE PORT SAINT LUCIE INC.
Ref. Number: N15000005598

We have received your document for LA PLACE DE LA GRACE DE PORT SAINT LUCIE INC. and your check(s) totaling \$110.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that La Place De La Grace De Port Saint Lucie Inc. and Maranatha Evangelical Church, Inc. are merging together and then changing the name of the corporation. If that is correct what you need to do is list one of the entities in the surviving and the other in the merging and then in the Plan of Merger under "A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows" add a statement that the name is changing to Grace Maranatha Tabernacle Inc.

Make sure you complete the form in its entirety including the Plan of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 721A00026701

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FL

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

La Place de la Grace PSL

Port Saint Lucie 1815000005598

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

Maranatha Evangelical

Fort Pierce

1802000008523

Third: The Plan of Merger is attached.

The Memorandum of merging document is attached

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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 13 OF August 2021.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
35 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 _____

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 20 OF August 2021. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 18 FOR 2 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 _____

PLAN OF MERGER

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

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

La Placide La Grace de PSL

Port Saint Lucie

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Maranatha Evangelical
Church

FORT PIERCE

The terms and conditions of the merger are as follows:

See the Memorandum of
understanding attached.

- ✓ A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows: AS a Result of the merger, the name of the surviving entity is change to:
" GRACE MARANATHA TABERNACLE, Inc "

Other provisions relating to the merger are as follows:

See Memorandum of understanding
attached.

**MEMORANDUM OF UNDERSTANDING BETWEEN
LA PLACE DE LA GRACE DE PORT SAINT LUCIE, INC.
AND
MARANATHA EVANGELICAL CHURCH, INC.**

THIS MEMORANDUM OF UNDERSTANDING is made and entered into on this 27th day of August, 2021, by **Maranatha Evangelical Church, Inc.** (FEIN No: 75-3100727) ("MEC"), whose principal address is 1203 Australian Avenue, Fort Pierce, FL 34982, and **La Place del al Grace de Port Saint Lucie, Inc.** (FEIN No: 47-4169355) ("PGPSL"), whose principal address is 1521 SW Curtis Street, Port Saint Lucie, FL 34983.

W I T N E S S E T H :

WHEREAS, MEC and PGPSL recognize that all of their respective property and assets are God's;

WHEREAS, MEC and PGPSL wish, at all times, to use their respective property and assets in the most effective and efficient way;

WHEREAS, the parties are desirous of entering into an arrangement that is not only mutually beneficial to MEC and PGPSL but glorifies God;

WHEREAS, MEC conducted a validly-called business meeting wherein its members approved a motion directing the actions set forth herein;

WHEREAS, PGPSL conducted a validly-called business meeting wherein its members approved a motion consenting to and accepting the actions set forth herein; and

WHEREAS, the parties acknowledge that this Memorandum of Understanding contains a basic framework for the parties' agreement;

Upon consideration of the foregoing, the parties hereby agree as follows:

1. Both MEC and PGPSL hereby acknowledge and agree that they no longer desire to continue existing and functioning as a church separate from each other. As a result, both MEC and PGPSL plan to file the necessary paperwork to combine together and/or merge; thereafter continuing their practice of worship and ministry as part of a new organization by the name of "Grace Maranatha Tabernacle" ("GMT").

2. Both MEC and PGPSL agree that the combination (i.e., merger) of their two organizations may come in the form of a formal merger process as outlined in the applicable Florida Statutes, or by operation of merely transferring their respective assets into a third, new organization, and then dissolving their two corporate organizations.

3. As part of such combination, MEC and PGPSL desire and agree to convey custody, control and ownership of the totality of their assets (including both the real property they lease and the personal property they own) to the new combined church, GMT. This Agreement amounts to an assignment of any and all ownership rights to the items of personal property owner by both MEC and PGPSL to GMT (to be effective upon GMT's formation).

*MoU between
Maranatha Evangelical Church and
La Place del al Grace de Port Saint Lucie*

4. MEC and PGPSL acknowledge and affirm that they have satisfied all applicable requirements and prerequisites found in their respective governing documents to effectuate the transfer of real and personal property to GMT.

5. In exchange for the subject property, neither MEC nor PGPSL will require GMT to remit any amounts of money to them.

6. MEC and PGPSL hereby acknowledge and confirm that any and all of their assets shall and has become the property and assets of GMT as part and parcel of this agreement and transaction.

The personal property subject to (and which shall be transferred as a part of) this agreement shall include, but not be limited to:

From MEC:

- The monies held on deposit in MEC's bank account(s) (currently totaling approximately \$20,000);
- Two (2) laptop computers;
- Once (1) digital projector,
- One (1) set of drums,
- One (1) sound system,
- Three (3) speakers,
- Seven (7) microphones, and
- Sixty (60) chairs.

From PGPSL:

- The monies held on deposit in PGPSL's bank account(s) (currently totaling approximately \$48,000);
- A 2001 Nissan Van,
- Six (6) speakers,
- Six (6) microphones,
- Once (1) sound system board,
- One (1) keyboard, and
- Two (2) laptops.

7. Further, upon the execution of this agreement, both MEC and PGPSL will jointly work with their current landlords to effectuate the transfer of their continued rights of tenancy to GMT.

8. In exchange for the right to receive use of and title to MEC's and PGPSL's property, GMT agrees to use such property in a manner consistent with the Christian faith as interpreted by the Southern Baptist Denomination (as set forth in the Baptist Faith & Message, 2000). Such consistency shall be measured in a number of ways, but the minimum level of consistency shall include doctrinal and theological consistency with the Southern Baptist Convention and the Florida Baptist Convention.

9. Should there arise any dispute relating to the operation or termination of this Memorandum of Understanding, MEC, PGPSL and/or GMT shall submit the dispute to mediation and, if necessary, binding arbitration (such arbitration being conducted in accordance with the rules for arbitration used by Peacemakers Ministries).

10. If the dispute proceeds to arbitration, the prevailing party shall be entitled to recover, on demand, all costs, expenses and fees, including reasonable attorneys' and paralegal fees incurred in connection therewith.

MoU between
Maranatha Evangelical Church and
La Place del al Grace de Port Saint Lucie

11. This Memorandum of Understanding contains the entire agreement of the parties and no presentations, inducements, promises or agreements, oral or otherwise, between the parties not embodied herein shall be of any force or effect.

Maranatha Evangelical Church, Inc.

Signed: Lucia Bonhomme
Lucia Bonhomme
Title: President
Date: _____

Signed: Darius Bonhomme
Darius Bonhomme
Title: Deacon
Date: _____

Signed: Rose Marie Alcidor
Rose Alcidor
Title: Deaconess
Date: _____

Signed: Adeline Alcidor
Adeline Alcidor
Title: Secretary
Date: _____

Signed: Louise B. Alcider
Berloune Alcidor
Title: Counselor
Date: _____

Signed: Evena DeVastey
Evena DeVastey
Title: Counselor
Date: _____

La Place del al Grace de Port Saint Lucie, Inc.

Signed: Cerly Ccant
Cerly Ccant,
Title: President
Date: _____

Signed: Anide Napul
Anide Napul
Title: Secretary
Date: _____

Signed: Croyance Charité
Croyance Charité
Title: Deacon
Date: _____

Signed: Nadia Hilaire
Nadia Hilaire
Title: TREASURY
Date: _____

Signed: Luc Joseph
Luc Joseph
Title: TREASURY
Date: _____

Signed: Amorce Jean-Baptiste
Amorce Jean-Baptiste
Title: Secretary
Date: _____

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

GRACE Moranatha

TABERNACLE

~~Pierre Jean Baptiste~~

PIERRE Jean-Baptiste, Pastor

Lucia Berkhomme

Lucia Berkhomme, President

~~Chairman~~

Chairman

Deacon

Deacon

Secretary

Secretary

Treasurer

Treasurer