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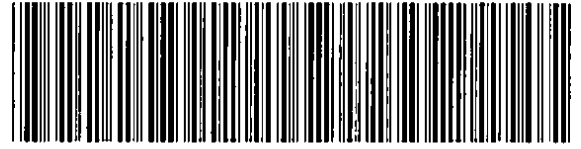
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cf



Duane L. Tarnacki
T (313) 965-8264
F (313) 309-6864
Email: DTarnacki@ClarkHill.com

Clark Hill
500 Woodward Ave., Suite 3500
Detroit, MI 48226
T (313) 965-8300
F (313) 965-8252

June 14, 2023

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Legacy Life Foundation, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Merger and Restated Articles of Incorporation for Legacy Life Foundation, Inc. Also enclosed is the filing fee of \$105.00

Please file and return a time-stamped copy in the enclosed self-addressed stamped envelope.

Sincerely,

CLARK HILL

A handwritten signature in black ink, appearing to read 'D. L. Tarnacki'.

Duane L. Tarnacki

DLT:tdk
Enclosures

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CLARK HILL
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Legacy Life Foundation, 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:

Duane L Tarnacki

(Contact Person)

Clark Hill PLC

(Firm/Company)

500 Woodward Ave., Suite 3500

(Address)

Detroit, MI 48226

(City/State and Zip Code)

For further information concerning this matter, please call:

Duane L Tarnacki

(Name of Contact Person)

At (313) 965.8264

(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

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TALLAHASSEE, FL

ARTICLES OF MERGER

LIFE CHRISTIAN CHURCH INTERNATIONAL, INC.,
an ecclesiastical Michigan nonprofit corporation

WITH AND INTO

LEGACY LIFE FOUNDATION, INC.,
a Florida not for profit corporation

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2023 JUN 22 AM 8:26
CLARK HILL
TALLAHASSEE, FL

Pursuant to the Florida Not For Profit Corporation Act, Life Christian Church International, Inc., an ecclesiastical Michigan nonprofit corporation (the "Merging Entity"), and Legacy Life Foundation, Inc., a Florida not for profit corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Entity with and into the Surviving Entity:

FIRST: The plan of merger, pursuant to Section 617.1101 and 617.1105 of the Florida Not for Profit Corporation Act (the "Plan of Merger"), is as follows:

1. Upon the filing of Articles of Merger with the Florida Department of State (the "Articles of Merger"), the Merging Entity will be merged with and into the Surviving Entity, and the Surviving Entity will be the surviving corporation of such merger (the "Merger").

2. The terms and conditions of the Merger are as follows:

- (a) The Merging Entity will merge into the Surviving Entity and the Merging Entity will cease to exist.
- (b) The Surviving Entity will continue its corporate existence under the laws of the State of Florida and will possess all the rights of each of the parties to the Merger.
- (c) Title to all property, including, but not limited to, real property, inventory, tangible personal property and intangible personal property, and every other interest of or belonging to or due to each of the parties to the Merger will be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger will not revert or be in any way impaired by reason of the Merger.
- (d) The Surviving Entity will be responsible and liable for all of the liabilities and obligations of each party to the Merger.
- (e) Any claim existing or action or proceeding by or against any party to the Merger may be continued as if the Merger had not taken place, or the Surviving Entity may be substituted in its place.

- (f) Neither the rights of creditors nor any liens upon the property of any party to the Merger will be impaired by the Merger.
- (g) The Articles of Incorporation of Surviving Entity, as amended and restated in their entirety in the form attached to these Articles of Merger, will be the Articles of Incorporation of the Surviving Entity until thereafter further amended as provided by applicable law.
- (h) The Bylaws of Surviving Entity, as in effect immediately prior to the Effective Date, will be the Bylaws of the Surviving Entity until thereafter amended as provided by law.
- (i) The Directors and officers of Surviving Entity immediately prior to the Effective Time will be the Directors and officers of the Surviving Entity until their successors are duly elected and qualified.
- (j) Membership in the Merging Entity will terminate as of the Effective Date and the members of the Merging Entity will have no rights or privileges in the Surviving Entity.
- (k) The effective date of the Merger will be the date upon which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

SECOND: Other provisions relating to the Merger are as follows: the name of the Merging Entity to be used as an assumed name of the Surviving Entity: Life Christian Church International, Inc.

THIRD: The Articles of Merger were adopted by written consent of the members of the Merging Entity and executed in accordance with Section 703a of the Michigan Nonprofit Corporation Act.

FOURTH: There are no members of the Surviving Entity. The Board of Directors of the Surviving Entity approved the Merger and adopted the Articles of Merger by unanimous written consent dated JUNE 12, 2023. The number of Directors then in office was six. All six of those Directors approved the unanimous written consent.

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STATE OF FLORIDA
DEPARTMENT OF STATE

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of JUNE 12, 2023.

LIFE CHRISTIAN CHURCH
INTERNATIONAL, INC., a Michigan
ecclesiastical nonprofit corporation

By: Margherita Gardner
Margherita Gardner
Its: President

LEGACY LIFE FOUNDATION, INC.

By: Margherita Gardner
Margherita Gardner
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FL

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

LEGACY LIFE FOUNDATION, INC.

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I
NAME

The name of the Corporation is Legacy Life Foundation, Inc.

ARTICLE II
PURPOSE

The Corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), by perpetuating the Message of Faith according to the Word of God by cataloging the Corporation's messages and teachings in written and video formats; by developing a full curriculum of learning to live by faith; by recording and producing more teaching and programming; by supporting individuals and organizations that provide educational and ministerial training for those who want to follow the faith message and become leaders or pastors; by developing ways to educate and prepare ministers for ministry; by making grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

ARTICLE III
AMENDED REGISTERED AGENT

The name and Florida street address:

Margherita Gardner
6630 Windjammer Place
Lakewood Ranch, FL 34202

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Margherita Gardner
Margherita Gardner, Registered Agent

6-12-23
Date

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: Directors are appointed as provided in the Bylaws of the Corporation.

ARTICLE V GENERAL PROHIBITIONS

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a not for profit corporation organized under the laws of the State of Florida pursuant to the Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Directors, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

ARTICLE VI PRIVATE FOUNDATION OPERATING RESTRICTIONS

A. The Corporation will distribute its income at a time and in a manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE VII LIABILITY

A. A Director of the Corporation shall not be personally liable to the Corporation or its members or to any other person for monetary damages for breach of duty of care or other duty as a Director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision, or failure to act may have occurred, except to the extent that exculpation from liability is not permitted under Florida law as in effect at the time such liability is determined.

B. Any repeal or modification of the provisions of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

C. If Florida law hereafter is amended to authorize the further elimination of limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida law.

D. In the event that any of the provisions of this article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors will distribute all remaining assets of the Corporation for the purposes described in Article II or to an organization or organizations described in Section 501(c)(3) of the Code.

ARTICLE IX AMENDMENT

These Articles may be amended or repealed by a majority vote of the Directors of this Corporation then in office at any regular or special meeting of the Directors provided that any statutory notice requirements are met.

ARTICLE X ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

These restated articles of incorporation were adopted by the board of directors.

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I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 6-12-23

Signature: Margherita Gardner
Margherita Gardner
President

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SECRETARY OF STATE
TALLAHASSEE, FL