

From: 2/25/2019 02/20/2019 15:36 #788 15 001 1
N1600000681

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000063366 3)))



H190000633663ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : HINES NORMAN HINES P.L.
Account Number : I20000000107
Phone : (813)251-8659
Fax Number : (813)254-6153

EFFECTIVE DATE

March 1, 2019

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: charlesfils1@yahoo.com

RECEIVED

2019 FEB 26 PM 5:19

SECRETARY OF STATE

MERGER OR SHARE EXCHANGE
Grace and Mercy Haitian Baptist Church, Inc

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Merge

FEB 27 2019

I ALBRITTON

Electronic Filing Menu

Corporate Filing Menu

Help

EFFECTIVE DATE
March 1, 2019

(((H19000063366 3)))

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 617.1105 of the Florida Statutes.

1. The name, street address of its principal office, jurisdiction, and entity type for the **merging** entity are as follows:

Siloe Haitian Baptist Church, Inc.
5118 E. 17th Avenue
Tampa, Florida 33619
Not For Profit corporation formed in Florida
FEI Number: 06-1765372

2. The name, street address of its principal office, jurisdiction and entity type of the **surviving** entity are as follows:

Grace and Mercy Haitian Baptist Church, Inc.
5118 E. 17th Avenue
Tampa, Florida 33619
Not For Profit corporation formed in Florida
FEI Number: 81-3858862

3. The attached Plan of Merger meets the requirements of section 617.1101 of the Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 617 of the Florida Statutes.

4. The merger is permitted under the respective laws of Florida and is not prohibited by the articles of incorporation or bylaws of any corporation that is a party to the merger.

5. The merger shall become effective as of 12:01 a. m., on March 1, 2019.

6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

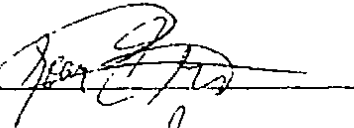
FILED
2019 FEB 26 AM 9:34
CLERK OF DISTRICT COURT
11th JUDICIAL CIRCUIT
TAMPA, FLORIDA

(((H19000063366 3)))

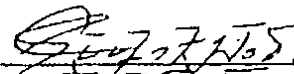
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Siloe Haitia Baptist Church, Inc. and Grace and Mercy Haitian Baptist Church, Inc. by their respective authorized parties, on the date or dates set forth below.

SILOE HAITIAN BAPTIST CHURCH, INC.

Witness:



By:

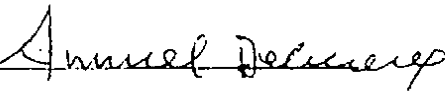

Charles F. Louissaint, President

Date:

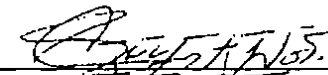
2/18/2019

GRACE AND MERCY HAITIAN BAPTIST
CHURCH, INC

Witness:



By:


Charles F. Louissaint, President

Date:

2/18/2019

((H19000063366 3)))

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into to be effective as of March 1, 2019, by and among Siloe Haitian Baptist Church, Inc. ("Merging Corporation") and Grace and Mercy Haitian Baptist Church, Inc. ("Surviving Corporation").

STIPULATIONS

A. Merging Corporation is a Not For Profit corporation organized and existing under the laws of State of Florida, specifically the Florida Not For Profit Corporation Act, with its principal office at 5118 E. 17th Avenue, Tampa, Florida 33619.

B. Surviving Corporation is a Not For Profit corporation organized and existing under the laws of State of Florida, specifically the Florida Not For Profit Corporation Act, with its principal office at 5118 E. 17th Avenue, Tampa, Florida 33619.

BACKGROUND INFORMATION

The Directors of Merging Corporation and the Directors of Surviving Corporation, by unanimous consent, have determined that it is advisable and to the advantage of each such business entity that Merging Corporation be merged into Surviving Corporation, at the conclusion of which Surviving Corporation shall remain as the surviving entity and the existence of Merging Corporation shall terminate. In furtherance thereof, the Directors of Merging Corporation and the Directors of Surviving Corporation have approved and adopted the terms of the Plan, subject to the fulfillment of the conditions set forth herein. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. **Merger.** In accordance with applicable provisions of the Florida Not For Profit Corporation Act, at the Effective Date (as defined under Paragraph 7), Merging Corporation shall be merged with and into Surviving Corporation (the "Merger"), Surviving Corporation shall constitute the surviving entity of such Merger. The separate existence of Merging Corporation shall cease and Surviving Corporation shall continue its existence pursuant to the laws of Florida.

2. **Closing Date.** Assuming all of the conditions stated in the Plan are satisfied, a closing (the "Closing") shall take place at the offices of Hines Norman Hines, P.L., at 315 S. Hyde Park Avenue, Tampa, FL 33606, no later than February 28, 2019 (the "Closing Date").

3. **Terms and Conditions.** On the effective date of the Merger, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, powers, franchises, real property, personal property, and mixed property of Merging Corporation without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Merging

((H19000063366 3)))

((H19000063366 3)))

Corporation and neither the rights of any creditors nor any liens on the property of Merging Corporation shall be impaired by the Merger.

4. **Articles of Organization.** The Articles of Incorporation of the surviving entity, Surviving Corporation, shall continue to be its Articles of Incorporation following the effective date of the Merger.

5. **Directors.** The directors of the Surviving Corporation shall continue to be its Directors for the full, unexpired term of their respective offices and until their successors have been duly elected and qualified. The Directors of the Surviving Corporation and their respective addresses are:

Edy Louis
1020 Carriage Park Dr.
Valrico, FL 33594

Ermilus Silne
5118 E 17th Ave.
Tampa, FL 33619

Olivia Durassaint
5118 E 17th Ave.
Tampa, FL 33619

6. **Approval by Directors** The Plan shall reflect the approval of the Directors of Merging Corporation and the Directors of the Surviving Corporation, upon the execution of the Plan by such parties.

7. **Effective Date.** The Effective Date of this Merger shall be 12:01 a.m., on March 1, 2019.

8. **Miscellaneous Provisions**

(a) **Severability.** Every provision of the Plan is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatever, such illegality or invalidity shall not affect the validity of the remainder of the Plan.

(b) **Headings.** The headings of the Plan are inserted for convenience and identification only, and are in no way intended to describe, interpret, define or limit the scope, extent or intent hereof.

(c) **Application of Florida Law.** The Plan, and the application or interpretation thereof, shall be governed exclusively by its terms and by the laws of the State of Florida.

[Signature Pages Follow]

((H19000063366 3)))

(((H19000063366 3)))

IN WITNESS WHEREOF, the parties hereto have executed the Plan to be effective for all purposes as of the Effective Date.

Siloe Haitian Baptist Church, Inc.

Henri Louis
Witness

Edy S. Louisaint
Witness

Henri La St. Germain
Witness

Frederic Laurent
Witness

[Signature]
Witness

Amelia Lamarre
Witness

Edy Louis
By: Edy Louis, Director

Date: 2/18/2019

Ermilus Silne
By: Ermilus Silne, Director

Date: 2-18-19

Olivia Durassaint
By: Olivia Durassaint, Director

Date: 2-21-19

Grace and Mercy Haitian Baptist Church, Inc

[Signature]
Witness

[Signature]
Witness

Gelin Hollanda
Witness

Kersee / Khntars
Witness

Frederic
Witness

Maximin Donald
Witness

Edy Louis
By: Edy Louis, Director

Date: _____

Ermilus Silne
By: Ermilus Silne, Director

Date: 2-18-19

Olivia Durassaint
By: Olivia Durassaint, Director

Date: 2-21-19

(((H19000063366 3)))