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**MERGER OR SHARE EXCHANGE
CALVARY UNITED METHODIST CHURCH, INC.**

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~~ARTICLES OF MERGER~~
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**ARTICLES OF MERGER OF
 CALVARY UNITED METHODIST CHURCH, INC.
 AND
 THE FIRST UNITED METHODIST CHURCH OF LARGO, INC.**

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to Section 617.105 of the Florida Not for Profit Corporation Act (the "Act"), Calvary United Methodist Church, Inc. a Florida not for profit corporation and The First United Methodist Church of Largo, Inc., a Florida not for profit corporation, do hereby adopt the following Articles of Merger:

1. The names of the companies which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Calvary United Methodist Church, Inc. ("Calvary"), and The First United Methodist Church of Largo, Inc. ("First United").
2. Calvary is the surviving company in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and members of Calvary on August 14, 2005 at a special meeting of Calvary's Board of Directors and members.
4. The Plan of Merger was adopted by Board of Directors and members of First United on August 14, 2005 at a special meeting of First United's Board of Directors and members.

The Merger shall become effective as of September 1, 2005.

The parties have caused these Articles of Merger to be executed as of this 24th day of August, 2005.

CALVARY UNITED METHODIST CHURCH, INC.

By: Judith Gerhard
 Judith Gerhard, President

**THE FIRST UNITED METHODIST
 CHURCH OF LARGO, INC.**

By: Ivon R. Collins
 Ivon R. Collins, President

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of August 14, 2005 by Calvary United Methodist Church, Inc., a Florida not for profit corporation ("Calvary") and The First United Methodist Church of Largo, Inc., a Florida not for profit corporation ("First United").

RECITALS

The board of directors and members of Calvary and the board of directors and members of First United have determined that it is advisable and in the best interests of each such company and its respective members that First United be merged with and into Calvary (the "Merger") on the terms and subject to the conditions set forth therein.

ARTICLE I **THE MERGER**

At the Effective Time (as defined in Article IV hereof), First United shall be merged with and into Calvary in accordance with the Florida Not For Profit Corporation Act (the "Act"), the separate existence of First United shall cease, and Calvary shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II **THE SURVIVING COMPANY/MEMBERSHIP**

A. At the Effective Time, the Articles of Incorporation of Calvary, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Corporation.

B. At the Effective Time, the members of First United shall become members of the Surviving Corporation.

C. At the Effective Time, the board of directors and officers of the Surviving Corporation shall be: President, Ivon R. Collins, 1518 Laurel Drive, Clearwater, FL 33756; Vice President, Judith L. Gerhard, 111330-112th Avenue N., Largo, FL 33778; Treasurer, Brian T. Smawley, 11890 Lake Allen Drive, Largo, FL 33773; and Secretary Shirley Jempson, 602 Mindy Drive, Largo, FL 33771.

ARTICLE III **EFFECT OF MERGER**

At the Effective Time, all property, rights, privileges, powers, and franchises of First United and Calvary shall vest in the Surviving Corporation, and all liabilities and obligations of First United and Calvary shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean September 1, 2005.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

CALVARY UNITED METHODIST CHURCH, INC.

By: *Judith L. Gerhard*
Judith Gerhard, President

**THE FIRST UNITED METHODIST
CHURCH OF LARGO, INC.**

By: *Ivon R. Collins*
Ivon R. Collins, President