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Account Name : BRADLEY ARANT BOULT CUMMINGS, LLP
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MERGER OR SHARE EXCHANGE

Horizon Church, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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2018 JUN 29 PM 4:39

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HORIZON CHURCH, 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:

Robert C. Rasmussen

(Contact Person)

Bradley Arant Boult Cummings LLP

(Firm/Company)

100 North Tampa Street, Suite 2200

(Address)

Tampa, Florida 33602

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert C. Rasmussen At (813) 559-5520

(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)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Between

HORIZON CHURCH, INC.

And

MANHATTAN AVENUE UNITED METHODIST CHURCH
OF TAMPA, FLORIDA, INCORPORATED

Horizon Church, Inc. ("Horizon"), a Florida corporation not for profit, and **Manhattan Avenue United Methodist Church of Tampa, Florida, Incorporated** ("Manhattan"), a Florida corporation not for profit, execute the following Articles of Merger as of May 23, 2018, to effectuate the merger of Manhattan with and into Horizon (the "Merger") pursuant to Section 617.1101 of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes* (the "Florida Act").

ARTICLE I
PLAN OF MERGER

Manhattan shall merge with and into Horizon pursuant to the following plan of merger (the "Plan of Merger"):

1.1 Parties to Merger. The parties to the Plan of Merger are Horizon, which will be the surviving church and corporation, and Manhattan, which will be the church and corporation to be combined with Horizon pursuant to the merger.

1.2 The Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes* (the "Florida Act"), at the effective time of the Merger specified in Section 1.3 (the "Effective Time"), Manhattan will be merged with and into Horizon. Following the Merger, Horizon will continue as the surviving corporation (the "Surviving Corporation"), and Manhattan will cease to exist as a separate corporation and will be discontinued as a United Methodist church. Promptly after executing these Articles of Merger and obtaining all requisite approvals of the Merger by the respective Boards of Trustees of Horizon and Manhattan and by the members of the Church Conference of Manhattan, Horizon shall deliver the executed Articles of Merger to the Florida Department of State (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3 Effect of Merger. The Merger will have the legal effect specified in Section 617.1106 of the Florida Act. In addition, as a result of the Merger, all the assets and liabilities of Manhattan at the Effective Time will become the property and liabilities of the Surviving Corporation. The Merger is intended to qualify for United States federal income tax purposes as a tax-free reorganization and transfer of property among corporations not for profit that are exempt from federal income taxation.

1.4 Governing Documents. The Bylaws and Articles of Incorporation of Horizon that are in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation, until they are subsequently amended in accordance with their terms and the Florida Not For Profit Corporation Act.

1.5 Directors and Officers. The officers and trustees of Horizon who are in office at the Effective Time will continue to be the officers and trustees of the Surviving Corporation, until their respective successors are duly elected, appointed, and qualified in accordance with the Florida Act and the Bylaws and Articles of Incorporation of Horizon or until their earlier death, resignation, or removal from office.

1.6 Transfer of Memberships. At the Effective Time, all the memberships of Manhattan will be transferred to the Gulf Central District of the Florida Conference (the "District") pending transfer to Horizon when it is chartered as a local church of The United Methodist Church in accordance with the criteria and procedures established by the Florida Conference and the Book of Discipline of The United Methodist Church (the "Discipline"). When Horizon is constituted as a local church of The United Methodist Church in the manner provided in the Discipline, the former memberships of

Manhattan will be transferred to Horizon. At any time after the Effective Time, a former member of Manhattan may transfer her or his membership to any other United Methodist church.

1.7 Amendment or Abandonment. Horizon and Manhattan may amend or abandon and terminate the Plan of Merger at any time before the Articles of Merger are filed with the Department with the approval of their respective Boards of Directors or Trustees and without any action by their respective members.

**ARTICLE II
EFFECTIVE DATE OF MERGER**

The Merger will become effective as of 12:01 a.m., Tampa, Florida time, on July 1, 2018, after these Articles of Merger have been duly executed and filed by the Department in accordance with the Florida Act

**ARTICLE III
DATE OF ADOPTION OF PLAN OF MERGER**

The Plan of Merger was adopted by written consent of the Board of Trustees of Manhattan and a vote of the members of Manhattan at duly convened Church Conference on May 23, 2018. The Plan of Merger was adopted by members and Board of Trustees of Horizon by written consent effective as of May 23, 2018.

[Signatures on next page]

SIGNATURE PAGE FOR ARTICLES OF MERGER

Between


HORIZON CHURCH, INC.

And

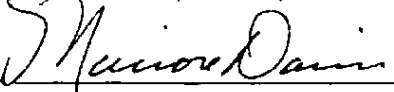
MANHATTAN AVENUE UNITED METHODIST CHURCH
OF TAMPA, FLORIDA, INCORPORATED

IN WITNESS WHEREOF, Horizon and Manhattan have executed these Articles of Merger as of the day and year first written above.

HORIZON CHURCH, INC.

By: 
Tony Prestipino, Treasurer

MANHATTAN AVENUE UNITED METHODIST
CHURCH OF TAMPA, FLORIDA, INCORPORATED

By: 
Marion Davis, Chair of Board of Trustees