

N21000013233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

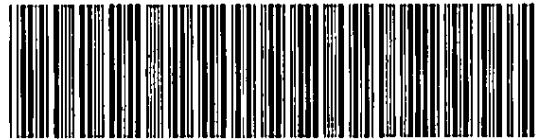
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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merged

12/17/21--01005--023 **78.75

FILED
2021 DEC 17 AM 9:28
CLERK OF DISTRICT COURT
JAN 10 2022

A. RAMSEY
JAN 10 2022

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: New Hope Ministries of Saint Augustine, 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:

Dale A Allison Jr

(Contact Person)

Church and Ministry Consultants

(Firm/Company)

P O Box 2028

(Address)

Blairsville, GA 30514

(City/State and Zip Code)

For further information concerning this matter, please call:

Dale A Allison Jr

(Name of Contact Person)

At (706) 745-1359

(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

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED

2021 DEC 17 AM 9:28

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
New Hope Ministries of Saint Augustine, Inc.	Florida	N21000013233

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Smith Ministries, Inc.	Tennessee	935240

Third: The Plan of Merger 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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ 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 December, 2021. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST


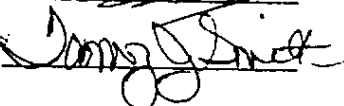
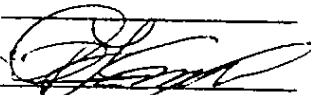
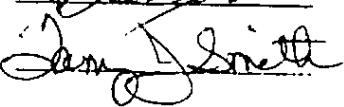
SECTION II

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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 December, 2021. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Smith Ministries, Inc.		Robert Smith, Chairman/President
Smith Ministries, Inc.		Tammy J. Smith, Secretary
New Hope Ministries of Saint Augustine,		Robert Smith, Chairman/President
New Hope Ministries of Saint Augustine,		Tammy J. Smith, Secretary

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

New Hope Ministries of Saint Augustine, Inc.

Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Smith Ministries, Inc.

Tennessee

The terms and conditions of the merger are as follows:

See attached Agreement of Merger

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

N/A

Other provisions relating to the merger are as follows:

See attached Agreement of Merger

AGREEMENT OF MERGER

This Agreement of Merger is entered between SMITH MINISTRIES, INC., a Tennessee Nonprofit Corporation (herein "Merging Corporation") and NEW HOPE MINISTRIES OF SAINT AUGUSTINE, INC., a Florida Not-for-Profit Corporation (herein "Surviving Corporation").

FIRST: The **merging corporation** is Smith Ministries, Inc., a Tennessee Nonprofit Corporation shall be merged into the **surviving corporation** which is New Hope Ministries of Saint Augustine, Inc., a Florida Not-for-Profit Corporation.

SECOND: The memberships of Merging Corporation shall be converted into memberships of Surviving Corporation.

THIRD: The Surviving Corporation shall be governed by Florida law. The Articles of Incorporation of the Surviving Corporation shall on the effective date of the merger remain the Articles of Incorporation of the Surviving Corporation.

FOURTH: The Bylaws of Smith Ministries, Inc., the Merging Corporation, as in effect immediately prior to the effectiveness of the Merger, shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended, or repealed in accordance with law.

FIFTH: The directors and officers of Smith Ministries, Inc., and New Hope Ministries of Saint Augustine, Inc., immediately prior to the effectiveness of the Merger shall be the directors and officers of the Surviving Corporation, until removed or replaced in accordance with law.

SIXTH: Upon the Merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises of a public nature as well as of a private nature, of each of the Surviving Corporation and the Merged Corporation; and all property, real, personal, and mixed, all tax identification numbers and tax determination letters and all debts due on whatever account, and all other choses in action, and each and every other interest of or belonging to or due to the Merged Corporation or the Surviving Corporation theretofore shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Merged Corporation or the Surviving Corporation shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of Merged Corporation and the Surviving Corporation; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of the Merged Corporation or the Surviving Corporation shall be impaired by such Merger.

SEVENTH: If at any time the Surviving Corporation shall consider or be advised that any

further assignments or assurances in law or any things are necessary or desirable to vest in such corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, then the proper officers and directors of the Merged Corporation shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, Perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger.

EIGHTH: Pursuant to this Agreement of Merger, the surviving corporation shall continue its corporate existence under the name "NEW HOPE MINISTRIES OF SAINT AUGUSTINE, INC."

NINTH: The merger is permitted under section 617.1101-1107 Florida Not-For-Profit Corporation Law and is not prohibited by the Articles of Incorporation and/or Bylaws of the Merging and Surviving Corporations.


TENTH: The rights and obligations of this Agreement of Merger shall bind and inure to the benefit of any successor or successors of the Surviving Corporation by reorganization, or merger.

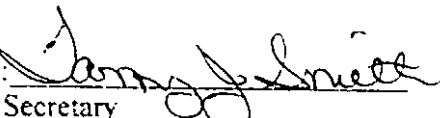
ELEVENTH: The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, each of the organizations has caused this Agreement of Merger to be signed by its President, and attested to by its Secretary under seal, as of this _____ day of December, 2021.

"Merging/Merged Corporation"

SMITH MINISTRIES, INC., a Tennessee Nonprofit Corporation

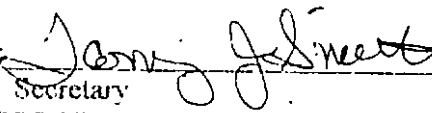
By: 
President

By: 
Secretary
[CORPORATE SEAL]

"Surviving Corporation"

NEW HOPE MINISTRIES OF SAINT AUGUSTINE, INC., a Florida Nonprofit Corporation

By: 
President

By: 
Secretary
[CORPORATE SEAL]



Tre Hargett
Secretary of State

Division of Business Services
Department of State

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

DALE ALLISON JR
POBOX 2028
BLAIRSVILLE, GA 30514

December 3, 2021

Request Type: Certificate of Existence/Authorization
Request #: 0448537

Issuance Date: 12/03/2021
Copies Requested: 1

Document Receipt

Receipt #: 006755373 Filing Fee: \$20.00
Payment-Credit Card - State Payment Center - CC #: 3819380497 \$20.00

Regarding: Smith Ministries, Inc.

Filing Type: Nonprofit Corporation - Domestic

Control #: 935240

Formation/Qualification Date: 12/06/2017

Date Formed: 12/06/2017

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: WASHINGTON COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Smith Ministries, Inc.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, interest, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 050268725