

N21163

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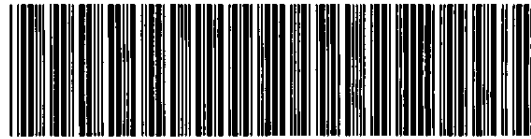
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R. WHITE

SPENCER FANE
BRITT & BROWNE LLP

ATTORNEYS & COUNSELORS AT LAW

RAVI SUNDARA
DIRECT DIAL: (314) 333-3912
rsundara@spencerfane.com

File No. 5020701-0009

December 30, 2013

VIA FEDEX

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: *Articles of Merger for Not for Profit Corporations*
Cypress Village, Inc.
*Document No. N21163***

Dear Sir or Madam:

We are counsel to the above-referenced not-for-profit corporation and to the National Benevolent Foundation and, on behalf of such organizations, are filing the enclosed Cover Letter and Articles of Merger regarding the merger of such corporation with and into National Benevolent Foundation, a Missouri nonprofit public benefit corporation. We have also enclosed a check in the amount of \$70.00 for the filing fee.

If you would please process the filing of the enclosed document, we would appreciate it. If you have any questions or require additional information, please call or e-mail me. Thank you.

Very truly yours,

SPENCER FANE BRITT & BROWNE LLP

By: 

Ravi Sundara

RS/
Enclosures

1 North Brentwood Boulevard, Suite 1000
St. Louis, Missouri 63105-3925

SL 1210877 1

(314) 863-7733 www.spencerfane.com Fax (314) 862-4656

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Benevolent Foundation
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ravi Sundara, Esq.
(Contact Person)

Spencer Fane Britt & Browne LLP
(Firm/Company)

1 N. Brentwood Blvd., Suite 1000
(Address)

St. Louis, MO 63105
(City/State and Zip Code)

For further information concerning this matter, please call:

Ravi Sundara At (314) 333-3912
(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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SECURITY INFORMATION
FALLA GARCIA, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached. SEE ATTACHMENT 1

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).

(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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ 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

(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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Name of Corporation

Typed or Printed Name of Individual & Title

Mark D Anderson

National Benevolent Foundation

Mark D. Anderson

Mark D. Anderson, President

ATTACHMENT 1

**CERTIFIED COPY OF ARTICLES OF MERGER
AS FILED WITH MISSOURI SECRETARY OF STATE**

SEE ATTACHED



N00055349

CERTIFICATE OF CORPORATE RECORDS

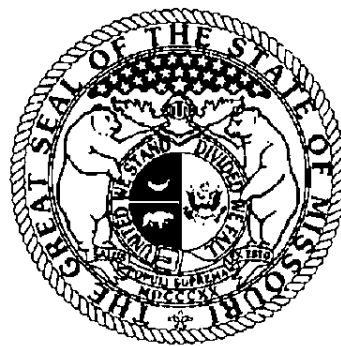
NATIONAL BENEVOLENT FOUNDATION

I, JASON KANDER, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 30th day of December, 2013

A handwritten signature in cursive script, reading "Jason Kander", written in dark ink.

Secretary of State





State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:

N00055349

Date Filed: 12/23/2013

Effective Date: 12/31/2013

Jason Kander

Secretary of State

Articles of Merger Nonprofit

(Submit with filing fee of \$10.00)

Pursuant to the provisions of the Missouri Nonprofit Corporation Act, the undersigned corporations certify the following:

1. That National Benevolent Foundation N00055349 of Missouri
Name of Corporation A *Missouri Charter #* *Parent State*
Cypress Village, Inc. N/A of Florida
Name of Corporation B *Missouri Charter #* *Parent State*
and N/A of _____
Name of Corporation C *Missouri Charter #* *Parent State*

are hereby merged and that the above named National Benevolent Foundation N00055349
is the surviving corporation. *Name of Corporation* *Missouri Charter #*

2. Please attach the plan of merger. **See Exhibit A**

3. If approval of members was not required, please check the following if, it is correct:

- ☐ Approval of members was not required and the plan of merger was approved by a sufficient vote of the board of directors of each of the above-named corporations.

4a. If approval by members/shareholders was required for **Corporation A**, the Plan of Merger was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:
PLEASE COMPLETE (1) or (2).

(1) Number of memberships/shares outstanding: 1 Number of votes for and against the merger by class:

Class	Number entitled to vote	Number voting for	Number voting against
<u>1</u>	<u>1</u>	<u>1</u>	<u>0</u>
_____	_____	_____	_____
_____	_____	_____	_____

(2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.

Class	Total Number of undisputed votes cast for the plan
_____	_____
_____	_____
_____	_____

(Please see next page)

Name and address to return filed document:

Name: Ravi Sundara, Esq., Spencer Fane Britt & Browne LLP

Address: 1 N. Brentwood Blvd., Suite 1000

City, State, and Zip Code: St. Louis, MO 63105

State of Missouri
Merger - NonProfit 7 Page(s)



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- 4b. If approval by members/shareholders was required for **Corporation B**, the Plan of Merger was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:
PLEASE COMPLETE (1) or (2).

(1) Number of memberships/shares outstanding: 1 Number of votes for and against the merger by class:

Class	Number entitled to vote	Number voting for	Number voting against
<u>1</u>	<u>1</u>	<u>1</u>	<u>0</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

- (2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.

Class	Total Number of undisputed votes cast for the plan
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

- 4c. If approval by members/shareholders was required for **Corporation C**, the Plan of Merger thereafter was submitted to a vote at a meeting of the members/shareholders of the above-named corporations, and at such meeting the following votes were recorded:
PLEASE COMPLETE (1) or (2).

(1) Number of memberships/shares outstanding: N/A Number of votes for and against the merger by class:

Class	Number entitled to vote	Number voting for	Number voting against
<u> </u>	<u>N/A</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

- (2) ☐ State by checking here that the number cast for the plan by each class was sufficient for approval by the class.

Class	Total Number of undisputed votes cast for the plan
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>


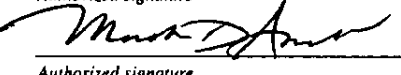
5. Was approval of the plan by some person or persons other than the members or the board required pursuant to subdivision (3) of subsection 1 of section 355.626? ☐ Yes ☒ No If yes, state that such approval was obtained by checking here.
6. Was approval by shareholders required? ☐ Yes ☒ No If yes, please attach a statement as to the manner and basis of converting the shares of each merging corporation.
7. Check one of the following:
 The merger has effected amendments or changes in the articles of the surviving corporation and those are attached to this summary. (Please attach amendments.)
☒ There are no amendments or changes to the articles of the surviving corporation, and the articles of the surviving corporation shall be the articles of incorporation.
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: 12/31/2013

(Date may not be more than 90 days after the filing date in this Office)

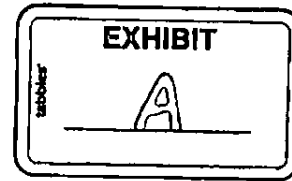
(Please see next page)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Mark D. Anderson	President (for Corporation A above)	DEC 20 2013
<i>Authorized signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
	Mark D. Anderson	President (for Corporation B above)	DEC 20 2013
<i>Authorized signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

<i>Authorized signature</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>
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PLAN AND AGREEMENT/STATEMENT OF MERGER

This Plan and Agreement/Statement of Merger (the "**Agreement**") is made and entered into by and between the NATIONAL BENEVOLENT FOUNDATION, a Missouri nonprofit corporation, and CYPRESS VILLAGE, INC., a Florida not-for-profit corporation as of this 2nd day of December, 2013.

WITNESSETH:

Section 1. Merger of Cypress Village, Inc. into the National Benevolent Foundation.

Upon the Effective Date (as defined in Section 3), Cypress Village, Inc. (the "**Merging Corporation**") will be merged with and are into the National Benevolent Foundation, and the separate existence of Cypress Village, Inc. will cease. The National Benevolent Foundation (the "**Surviving Corporation**") will be the surviving corporation and will continue its corporate existence under, and be governed by, the laws of the State of Missouri, and the directors and officers of the National Benevolent Foundation will continue as the directors and officers of the Surviving Corporation.

Section 2. Articles of Incorporation and Bylaws. The current Articles of Incorporation of the National Benevolent Foundation will be the Articles of Incorporation of the Surviving Corporation following the Effective Date, until the same shall be altered, amended or repealed in the manner provided therein and as prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The current Bylaws of the National Benevolent Foundation as in effect on the Effective Date will be the Bylaws of the Surviving Corporation following the Effective Date, until the same shall be altered, amended or repealed in the manner provided therein. Currently the National Benevolent Association of the Christian Church (Disciples of Christ) (the "NBA") is the sole member of both the Merging Corporation and the Surviving Corporation. Following the merger, the NBA will remain the sole member of the Surviving Corporation.

Section 3. Member's Approval; Effective Date. Following approval by the Boards of Directors of both the Merging Corporation and the Surviving Corporation, this Agreement, upon recommendation of each such Board, will be submitted for approval to the NBA as the sole member of both the Merging Corporation and the Surviving Corporation. If approved by the NBA as the sole member of each such entity, then articles of merger, a statement of merger, a certificate of merger or other similar document reflecting this Agreement in the form required under the laws of the State of Missouri and of the State of Florida, respectively, shall be delivered to the Missouri Secretary of State and the Florida Secretary of State, respectively. The merger of the Merging Entity into the Surviving Entity shall become effective on December 31, 2013 (the "**Effective Date**").

Section 4. Further Assurance. Before the Effective Date, the Merging Entity and the Surviving Entity shall, subject to the terms and conditions of this Agreement, take all such action as may be necessary or appropriate in order to effectuate the merger. In case, at any time after

the Effective Date, the Surviving Entity shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Entity full title to and possession of all the current and future properties, assets, rights, privileges and franchises of the Merging Entity (including but not limited to any bequest, devise, gift, grant, promise or distribution), then the persons who were officers and directors of the Merging Entity as of the Effective Date shall, as such officers and directors, take all such action and execute and deliver all such instruments as the Surviving Entity may so determine to be necessary or desirable.

Section 5. Certain Effects of Merger. On the Effective Date, all the rights, privileges, powers and franchises of the Merging Corporation shall be possessed by the Surviving Corporation and all and singular the rights, privileges, powers and franchises, all current and future property, real, personal and mixed (including, but not limited to the right to receive any bequest, devise, gift, grant, promise or distribution), and all debts due to the Merging Corporation on whatever account as well as all current and future things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation, and all such current and future property, rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of the Surviving Corporation as they were of the Merging Corporation; but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall upon the Effective Date become the debts, liabilities and duties of the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

Section 6. Entire Agreement; Waiver; Abandonment. This Agreement embodies the entire Agreement with respect to the subject matter hereof between the parties, and there has been and are no other agreements, representations or warranties between the parties with respect to the subject matter hereof other than those set forth herein or herein provided for. Either party may waive compliance by the other with any of the covenants or conditions herein. At any time prior to the Effective Date, the merger herein contemplated may be abandoned by action of the Board of Directors of either the Merging Corporation or the Surviving Corporation.

Section 7. Section Headings; Counterparts. The section headings contained in this Agreement are for reference purposes only and do not affect in any way the meanings and interpretations of this Agreement. This Agreement shall not be assignable by either party. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument and shall become effective when copies hereof which, when taken together, bear the signatures of each of the parties hereto shall have been delivered to the Surviving Corporation.

**THE REMAINDER OF THIS PAGE HAS BEEN
INTENTIONALLY LEFT BLANK**

IN WITNESS WHEREOF, the undersigned parties hereto have duly executed this Agreement as of the date first above written.

NATIONAL BENEVOLENT FOUNDATION


By: Mark D. Anderson
Mark D. Anderson, President

ATTEST:


By: Gary Zimmerman
Gary Zimmerman, Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned parties hereto have duly executed this Agreement as of the date first above written.

CYPRESS VILLAGE, INC.

By: 
Mark D. Anderson, President

ATTEST:

By: 
Gary Zimmerman, Secretary/Treasurer

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

*Cypress Village, Inc. – A Florida Not for Profit corporation not qualified
INTO:*

NATIONAL BENEVOLENT FOUNDATION -- N00055349

Organized and existing under laws of Missouri and Florida have been received, found to conform to law,
and filed.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, issue this
Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

NATIONAL BENEVOLENT FOUNDATION -- N00055349

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto

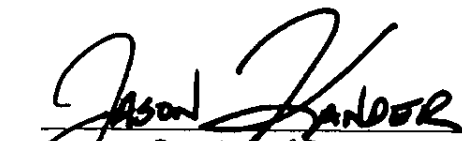
set my hand and cause to be affixed the

GREAT SEAL of the State of Missouri.

Done at the City of Jefferson, this

23rd day of December, 2013.

Effective Date: December 31, 2013


Secretary of State

