

123000015228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

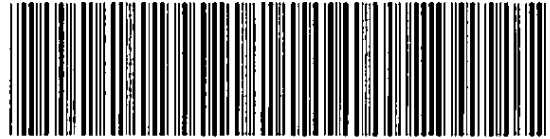
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Survivor is now
123000015228
C95000000002 reincorporated.

Office Use Only



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08/24/23--01028--004 **78.75

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2023 DEC 18 AM 9:10
COURT CLERK
JANUARY 1, 2024

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Greater Bethel African Methodist Episcopal Church, Overtown, Miami

Name of Surviving Entity

*The Surviving Entity is taking the name of the merging / disappearing entity.

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

Please return all correspondence concerning this matter to following:

Rev. Mark Crutcher

Contact Person

Greater Bethel AME Church

Firm/Company

245 NW 8th Street

Address

Miami, Florida 33136

City/State and Zip Code

RevMCrutcher@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shavon Jones, Esq.

Name of Contact Person

At (786) 463-4860

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

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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2023 DEC 18 AM 9:10
TALLAHASSEE
FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2023

REV. MARK CRUTCHER
GREATER BETHEL AME CHURCH
245 NW 8TH STREET
MIAMI, FL 33136

SUBJECT: BETHEL A.M.E.CHURCH INC.
Ref. Number: C95000000002

We have received your document for BETHEL A.M.E.CHURCH INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

This entity cannot file articles of merger because it is not registered as a true Florida Non-Profit Corporation. This entity was filed as a Legislatively or Judically Chartered Corporation and all it can do is file the annual reports, it does not have the authority to do anything else. You will need to file a Reinstatement/Reincorporation in order to be able to file the merger. You will just need to complete the attached application and send in \$70.00. Since you are current with the annual report filing under C95000000002 you will not have to pay the \$61.25 per year fee. Once it is properly filed we can then proceed with the merger filing. We will need to make a notation on the merger documents that the registration number changed because you will be given a new number for the corporate filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 423A00024109

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act (the "Act"), pursuant to § 617.1105, Florida Statutes.

ARTICLE I

Parties

1.1 **Surviving Corporation.** BETHEL A.M.E. CHURCH, INC., a Florida not for profit corporation established on October 9, 1940, having a postal address at 245 NW 8th Street, Miami, Florida 33136, and having been assigned Florida Document Number C95000000002 shall be the surviving entity. The Surviving Corporation is further identified by its federal taxpayer identification number 65-0061376.

1.2 **Disappearing Corporation.** GREATER BETHEL AFRICAN METHODIST EPISCOPAL CHURCH, OVERTOWN, MIAMI, FL, INC., a Florida not for profit corporation established on September 20, 2010, having a postal address at 245 NW 8th Street, Miami, Florida 33136, and having been assigned Florida Document Number N10000008956 shall be the disappearing entity.

1.3 **Related Parties.** The Surviving and Disappearing Corporations (collectively sometimes referred to as the "Merging Entities") are related parties under the operational control of an identical Board of Trustees.

ARTICLE II

Plan of Merger

2.1 **Purposes of Merger.** The purposes of the merger are to (i) eliminate redundant legal entities and the associated duplicative filing and other administrative requirements, (ii) to preserve the long history of the church as a going concern established in 1940, (iii) to connect the name of the church to the Overtown neighborhood which it serves, and (iv) to distinguish the Overtown AME church from other AME churches worldwide.

2.2 **Plan of Merger.** Pursuant to § 617.1101 of the Act, the Board of Trustees having determined that the Merging Entities are redundant, executed a Plan of Merger to combine the Merging Entities. The Board of Trustees determined that the entity heretofore known as Bethel A.M.E. Church, Inc. shall be the Surviving Corporation due to its designation as an historic institution within the neighborhood of Overtown in the City of Miami, Miami-Dade County, Florida.

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2023 DEC 18
AM 9:10
SECRETARY OF STATE
FLORIDA

2.3 **Name of Surviving Corporation.** The Surviving Corporation shall have the name "Greater Bethel African Methodist Episcopal Church, Overtown, Miami, FL, Inc." (i.e., the name of the Disappearing Corporation) as such name visibly connects the church to the Overtown community and distinguishes the Overtown church from other African Methodist Episcopal churches in Florida and throughout the world.

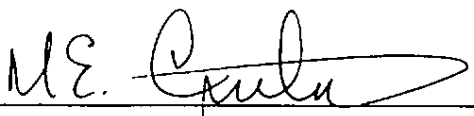
ARTICLE III
Approval of Merger

3.1 **Approval of Merger.** The Merging Entities are public charities. They have no Shareholders. At a meeting of the common Board of Trustees of the Merging Entities held on August 4, 2023, at which a quorum was present, the Board unanimously approved the Plan of Merger.

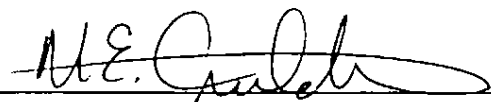
ARTICLE IV
Effective Date of Merger

4.1 **Effective Date.** The merger shall be effective on the later of August 15, 2023, at 11:59 p.m. Eastern Standard Time or the date on which these Articles of Merger are delivered to the Florida Department of State.

BETHEL A.M.E. CHURCH, INC., the
Surviving Corporation


By Mark Crutcher, it's President

**GREATER BETHEL AFRICAN
METHODIST EPISCOPAL CHURCH,
OVERTOWN, MIAMI, FL, INC.,** the
Disappearing Corporation


By Mark Crutcher, it's President