

N2400000/139

(Requestor's Name)

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PICK-UP

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MAIL

(Business Entity Name)

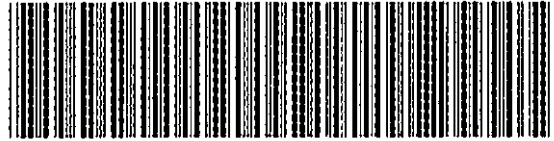
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



900422520249

Merger

2024 JAN 31 AM 8:22

2024 JAN 30

ALLAHUSSEIN, FLORIDA

A. RAMSEY
FEB 6 2024

00738, 02277

*02250, 00524, 00671

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 01/30/2024

NAME: REFORMED BAPTIST SEMINARY, INC.

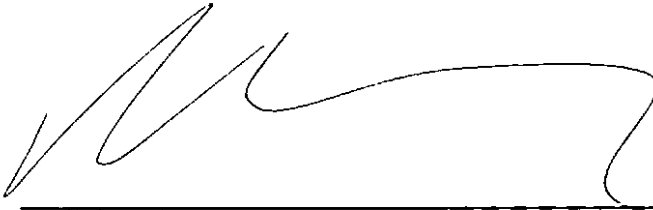
TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2024

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL 32301

SUBJECT: REFORMED BAPTIST SEMINARY, INC
Ref. Number: N24000001139

Please keep
Original File
Date. Thanks

We have received your document for REFORMED BAPTIST SEMINARY, INC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

I have enclosed a merger for that you may refer to.

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.

Annette Ramsey
OPS

Letter Number: 024A00002065

2024 FEB -2 PM 1:57
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER

2024 JAN 31 AM 8:22

REFORMED BAPTIST SEMINARY, INC.,

a Florida not for profit corporation
and

REFORMED BAPTIST SEMINARY,

a California religious corporation

PURSUANT TO Sections 617.1105 and 617.1107 of the Florida Corporations Not for Profit Act of 2023 (the "Act"), the undersigned have executed the following Certificate of Merger:

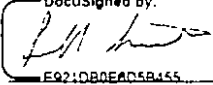
- FIRST:** The name of the surviving corporation is **REFORMED BAPTIST SEMINARY, INC.,** a Florida Not for Profit Corporation (the "Surviving Corporation"). and the name of the corporation being merged into the Surviving Corporation is **REFORMED BAPTIST SEMINARY,** a California Nonprofit Religious Corporation (the "Disappearing Corporation").
- SECOND:** The Surviving Corporation and the Disappearing Corporation have adopted an Agreement and Plan of Merger dated of even date herewith (the "Plan of Merger"). setting forth the terms and conditions of the merger, and the Surviving Corporation and the Disappearing Corporation are governed by directors, neither corporation having members.
- THIRD:** The Plan of Merger has been approved, executed and adopted, as of the date hereof, by all five directors of the Surviving Corporation, and all five directors of the Disappearing Corporation by written consent under which all five directors of each corporation voted in favor of the Plan of Merger as required by Section 617.0701 of the Act.
- FOURTH:** The Surviving Corporation will continue its existence as the surviving corporation under its current name and its current Articles of Incorporation pursuant to the Act.
- FIFTH:** The merger is to become effective at 12:00 a.m. on January 31, 2024.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Articles of Merger has been executed by the Surviving Corporation and the Disappearing Corporation, as of this 31st day of January 2024.

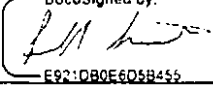
SURVIVING CORPORATION:

REFORMED BAPTIST SEMINARY, INC., a Florida
not for profit corporation

By:  DocuSigned by:
E921DB0EAD5B455
Name: Jeff Smith
Title: Director

DISAPPEARING CORPORATION:

REFORMED BAPTIST SEMINARY., a California
nonprofit religious corporation

By:  DocuSigned by:
E921DB0E6D5B455
Name: Jeff Smith
Title: Director

AGREEMENT AND PLAN OF MERGER
OF
REFORMED BAPTIST SEMINARY
(a California nonprofit religious corporation)

WITH AND INTO

REFORMED BAPTIST SEMINARY, INC.
(a Florida not for profit corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into and effective as of the 31st day of January, 2024, by and between **REFORMED BAPTIST SEMINARY**, a California nonprofit religious corporation (the "Disappearing Corporation") and **REFORMED BAPTIST SEMINARY, INC.**, a Florida not for profit corporation (the "Surviving Corporation").

BACKGROUND

WHEREAS, the directors of the Disappearing Corporation and the directors of the Surviving Corporation have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein by written consent.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 617, Florida Statutes, including, but not limited to, Sections 617.1101 and 617.1107, at the Effective Time (as defined below) of the merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Corporation shall thereupon terminate, and the Surviving Corporation shall continue as the surviving corporation of the Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to herein as the "Constituent Entities".

2. The Merger shall become effective at 12:00 a.m. on January 31, 2024 (the "Effective Time").

3. The Articles of Organization and the Bylaws of the Surviving Corporation as in effect at the Effective Time of the Merger shall be the Articles of Organization and the Bylaws of the Surviving Corporation after the Effective Time.

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of the Constituent Entities. The rights, privileges, immunities,

powers, franchises and authority, of a public as well as private nature, of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to the Constituent Entities shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of the Constituent Entities existing as of the Effective Time.

6. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be amended or terminated, and the Merger may be abandoned at any time prior to the Effective Time by mutual agreement evidenced by resolutions of the parties hereto. If the Articles of Merger has not been filed prior to the abandonment, either party hereto may execute and file an appropriate certificate of abandonment of the Merger with the Department of State of Florida, as applicable.

7. This Agreement may not be amended or supplemented, except by a writing executed by all of the parties hereto or by the party against which enforcement is sought.

8. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

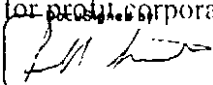
9. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

[SIGNATURE PAGE TO FOLLOW]

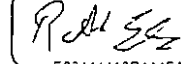
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first written above.

DISAPPEARING CORORATION:

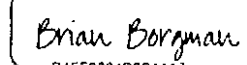
REFORMED BAPTIST SEMINARY, INC., a Florida
not for profit corporation

By: 
Name: Jeff Smith

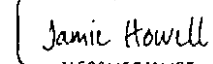
Title: Director

By: 
Name: Robert Elliott

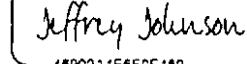
Title: Director

By: 
Name: Brian Borgman

Title: Director

By: 
Name: Jamie Howell

Title: Director

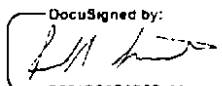
By: 
Name: Jeff Johnson

Title: Director

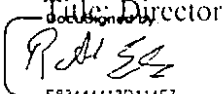
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first written above.

SURVIVING ENTITY:

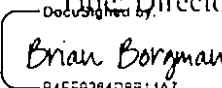
REFORMED BAPTIST SEMINARY, a California nonprofit religious corporation

By: 
Name: Jeff Smith

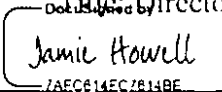
Title: Director

By: 
Name: Robert Elliott

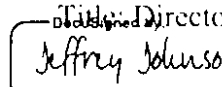
Title: Director

By: 
Name: Brian Borgman

Title: Director

By: 
Name: Jamie Howell

Title: Director

By: 
Name: Jeff Johnson
Title: Director