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UNITED PRESBYTERIAN CHURCH INC

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Thank you Seth Neeley



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Name

Date

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**ARTICLES OF MERGER
OF
UNITED PRESBYTERIAN CHURCH, INC. IN BRADENTON
AND
WESTMINSTER PRESBYTERIAN CHURCH (USA) OF BRADENTON, FLORIDA,
INCORPORATED**

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is United Presbyterian Church, Inc. In Bradenton, a Florida not-for-profit corporation (Document Number N24915).
2. The name of the merging corporation is Westminster Presbyterian Church (USA) Of Bradenton, Florida, Incorporated, a Florida not-for-profit corporation (Document Number 712059).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was adopted by the members of United Presbyterian Church, Inc. In Bradenton on December 17, 2023. The number of votes cast for the Plan of Merger was sufficient for approval.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was adopted by the members of United Presbyterian Church, Inc. In Bradenton on December 17, 2023. The number of votes cast for the Plan of Merger was sufficient for approval.
5. The effective date of the merger is January 1, 2024.

**UNITED PRESBYTERIAN CHURCH, INC. IN
BRADENTON**, a Florida not-for-profit corporation

By: Ronald Dickerson

Name: Ronald Dickerson
Its: President

**WESTMINSTER PRESBYTERIAN CHURCH
(USA) OF BRADENTON, FLORIDA,
INCORPORATED**, a Florida not-for-profit
corporation

By: John Progar

Name: John Progar
Its: President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

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This Plan and Agreement of Merger (this "Agreement") dated as of December 17, 2023, is made and entered into by and between, **UNITED PRESBYTERIAN CHURCH, INC. IN BRADENTON**, a Florida not-for-profit corporation ("United") and **WESTMINSTER PRESBYTERIAN CHURCH (USA) OF BRADENTON, FLORIDA, INCORPORATED**, a Florida not-for-profit corporation ("Westminster") and collectively with the United, the "Constituent Corporations").

RECITALS:

WHEREAS, United is a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 6510 3rd Avenue West, Bradenton, Florida 34209.

WHEREAS, Westminster is a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 6510 3rd Avenue West, Bradenton, Florida 34209.

WHEREAS, the general nature of each United and Westminster is religious, educational, charitable and benevolent, to the end that their members and others may be generally instructed and guided concerning the articles of faith which are held within the Presbyterian Church (USA) denomination.

WHEREAS, each of the Constituent Corporations strive to advance spiritual growth and enlightenment, as well as moral and personal purity, among its membership and the people of the community in which it is located, to promote home and foreign missions and to aid in the spread of the Gospel of Jesus Christ to the ends of the earth.

WHEREAS, each of the Constituent Corporations operates as a religious society, with power to employ ministers of the Gospel and leaders of Sunday school, and to edit, publish and distribute literature and religious information.

WHEREAS, the members of each of the Constituent Corporations covenant to walk together as disciples of Jesus Christ in a church relationship according to the provisions of the Constitution of the Presbyterian Church (USA) as outlined in its Book of Order, promising to maintain the church by regular attendance at its services, by supporting its work through monetary gifts, personal effort and prayer, and to seek through its fellowship to glorify the name of Jesus Christ.

WHEREAS, the Constituent Corporations desire to continue to foster and achieve their missions as one united organization which is consistent with and in support of the faith held within the Presbyterian Church (USA) denomination.

WHEREAS, as such, the Unicameral Board of Trustees of United (the "United Board") and the Ruling Elders of Westminster (the "Westminster Board") each deem it desirable and in the best business interests of their respective church organizations and their members that

Westminster be merged with and into United, pursuant to the provisions of Sections 617.1101, et seq., of the Florida Statutes on the terms and conditions set forth in this Agreement.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

a) MERGER. Westminster shall merge with and into United (the "Merger"), with United as the surviving corporation.

b) TERMS AND CONDITIONS. On the effective date of the Merger, the separate existence of Westminster shall cease, and United shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. United shall thereafter be responsible and liable for all liabilities and obligations of Westminster, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the Merger.

3. TRANSACTIONS. Neither of the Constituent Corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that United and Westminster may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

4. APPROVAL. The Plan of Merger shall be submitted for a vote of approval of the following: (i) the United Board and the members of United, and (ii) the Westminster Board and the members of Westminster, as provided under Section 617.1302, et seq., of the Florida Statutes on or before December 17, 2023, or at such other time as to which the respective Constituent Corporations may agree.

6. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the later of the date the Articles of Merger, in the form attached hereto as Exhibit "A" are filed with the Florida Secretary of State, or January 1, 2024.

7. EXECUTION OF AGREEMENT. This Agreement may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Agreement, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Signatures on Following Page

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals on the date first above written.

UNITED PRESBYTERIAN CHURCH, INC. IN
BRADENTON, a Florida not-for-profit corporation

By: _____

Name: Ronald Dickerson
Its: President

WESTMINSTER PRESBYTERIAN CHURCH
(USA) OF BRADENTON, FLORIDA,
INCORPORATED, a Florida not-for-profit
corporation

By: _____

Name: John Progar
Its: President

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