

N27167

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(Address)

(City/State/Zip/Phone #)

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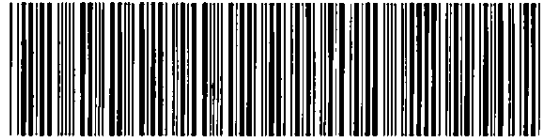
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** VICTORIOUS LIFE ASSEMBLY OF GOD, 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:

LAILA ARMSTRONG

(Contact Person)

VICTORIOUS LIFE ASSEMBLY OF GOD, INC.

(Firm/Company)

6224 OLD PASCO ROAD

(Address)

WESLEY CHAPEL, FL 33544

(City/State and Zip Code)

For further information concerning this matter, please call:

LAILA ARMSTRONG

(Name of Contact Person)

At ( 813 ) 973-2230 EXT 224

(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)

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)
Victorious Life Assembly of God, Inc.	FLORIDA	N27167

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dwelling Place, Inc.	FLORIDA	N02000005574

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**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 05/11/2023. The number of directors in office was 5. The vote for the plan was as follows: 5 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**

(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 05/31/2023. The number of directors in office was 4. The vote for the plan was as follows: 4 FOR 0 AGAINST

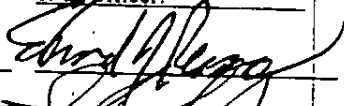
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

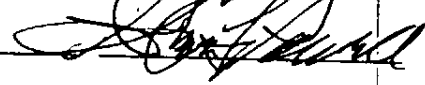
Typed or Printed Name of Individual & Title

Victorious Life Assembly of God, Inc.



Edward J. Russo, President

Dwelling Place, Inc.



Steve L. Powell, Secretary

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STATE  
TALLAHASSEE, FLORIDA

## 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

VICTORIOUS LIFE ASSEMBLY OF GOD, INC.

Jurisdiction

FLORIDA

The name and jurisdiction of each merging corporation:

Name

DWELLING PLACE, INC.

Jurisdiction

FLORIDA

The terms and conditions of the merger are as follows:  
SEE MEMORANDUM OF UNDERSTANDING ATTACHED AS EXHIBIT "A"

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

NONE

Other provisions relating to the merger are as follows:

NONE

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# **MEMORANDUM OF UNDERSTANDING BETWEEN**

## **Peninsular Florida District Council and Life Church, Wesley Chapel, Florida**

### **I. Purpose**

This Memorandum of Understanding (MOU) provides a frame of reference within which the Peninsular Florida District Council and Life Church seek to cooperate and enhance their respective missions relative to the buildings and property of the former Dwelling Place Assembly of God in Lutz, Florida.

The Peninsular Florida District Council of the Assemblies of God is the administrative body providing governance and support services for local Assembly of God congregations within the district boundaries.

Life Church is a strong and progressive local assembly in the district. The church is located in Wesley Chapel, Florida.

### **II. Description of Action and Partnership**

The Dwelling Place Assembly of God has been an active congregation within the Peninsular Florida District until recently. Due to the loss of pastoral leadership, the church ceased to function. Both Life Church and Peninsular Florida worked together to keep the property from falling into foreclosure. Peninsular Florida took over the administration of the church, including the corporate documents, by installing executives of the District as officers of the corporation.

The location of the property made it desirable to preserve the church. As discussions developed between Life Church and Peninsular Florida it became apparent that the most favorable methodology for preservation was the adoption of Dwelling Place as a Parent Affiliated Church by Life Church.

Further discussion between Pastor Ed Russo, of Life Church, and the Executive Committee of Peninsular Florida, revealed that Life Church had a possible pastoral couple immediately available to lead the renewal. Further, Life Church had financial resources available to accept the responsibility of the existing mortgage and necessary repairs resulting from delayed maintenance and neglect of the properties.

In addition, Life Church was willing and able to assume the ministry, program, and administrative responsibilities necessary to revitalize the congregation. Finally, Life Church had capable people ready and willing to join a leadership team and fill

required positions in worship, Christian Education, departmental ministries, and congregational attendance.

### III. Primary outcomes of the discussions.

This document presents the agreement resulting from the discussions.

For Life Church:

1. It is in the best interest of all parties for the former Dwelling Place campus to become a Parent Affiliated Church (PAC) of Life Church.
2. Peninsular Florida will benefit by transferring all responsibilities, debts, and liabilities of the Dwelling Place campus to Life Church.
3. Life Church will accept the mortgage of the Dwelling Place campus.
4. Life Church will accept the responsibilities of all repairs of the church building and the parsonage and grounds and properties of the Dwelling Place campus.
5. Life Church will initiate the regular worship services and departmental ministries regularly associated with the normal and routine programs of a local assembly as soon as possible.
6. Life Church will accept all responsibilities for the operation of the former Dwelling Place location as a PAC.
7. Life Church will hold the property of the Dwelling Place campus for a minimum of three years and beyond.
8. Life Church will put forth every effort to revive and develop the campus immediately upon transfer of ownership, and ensure that ministries have been perpetuated and stability has been established in all financial matters as soon as possible.

For Peninsular Florida:

1. It is in the best interest of Peninsular Florida to release the former Dwelling Place campus as discussed above to Life Church.
2. Though Peninsular Florida has incurred debt in making mortgage payments and keeping operational requirements (insurance, utilities, etc) current, the district will forgive those debts in light of Life Church immediately taking on the responsibilities of operations, repairs and the elimination of the mortgage.
3. Peninsular Florida will release complete ownership of the buildings and property of the Dwelling Place campus to Life Church at the time of the signing of this MOU.



IV. Governance and operations.

1. This MOU will take effect immediately upon both parties signing the document.
2. All matters of operations and ministries; such as hiring and firing of staff, budget and paying of bills, setting and paying of salaries, office hours and policies, grounds keeping, including all matters of normal management for a local assembly, shall transfer to Life Church at the time of signing this document.
3. The identity, promotion, decisions of administration, branding and naming, shall be the responsibility and privilege of Life Church.

V. Summary.

All matters in this MOU shall take effect immediately upon the date the document is signed by Pastor Ed Russo on behalf of Life Church and Superintendent Terry Raburn on behalf of the Peninsular Florida District Council of the Assemblies of God.

*Edward Russo*  
Signature

*T. Raburn*  
Signature

5/11/2023  
Date

5/31/2023  
Date

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2023 OCT -2 AM 11:07  
PENINSULAR FLORIDA  
TALLAHASSEE, FLORIDA