

N30157

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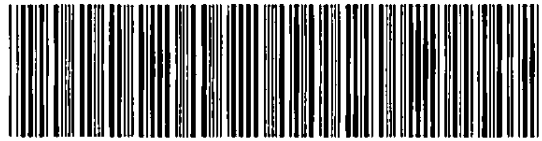
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Peace River Presbytery, 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:

Charles C. Jones, II Esq.

(Contact Person)

Jones, Haber & Rollings

(Firm/Company)

1633 SE 47th Terrace

(Address)

Cape Coral, Florida 33904

(City/State and Zip Code)

For further information concerning this matter, please call:

Sharon Cirrillo

(Name of Contact Person)

At (239) 542-0700

(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)
Peace River Presbytery, Inc.	Florida	N30157
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Chapel-By-The-Sea	Florida	720885
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 9 / 30 / 2024 (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 May 16 2024.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
62 FOR 2 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 _____

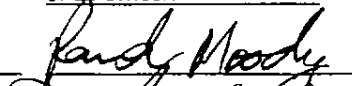

SECTION II

(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 May 16 2024. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST _____

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Peace River Presbytery, Inc.		RANDY MOODY, SECRETARY
The Chapel-By-The-Sea		Janice Croley

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

Peace River Presbytery, Inc.

Jurisdiction

Florida

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

Name

THE CHAPEL-BY-THE-SEA

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

On the date of the merger, the merging corporation has real estate titled in its name. Said real estate shall become assets of the surviving corporation upon the merger. The merging corporation has no other assets of the date of merger.

The merging corporation has no members. As such, no members of the merging corporation shall become members of the surviving corporation.

None of the merging corporation's board of directors or executives shall become a board member, executive or committee member as a result of the merger. None of the surviving corporation's board of directors, executive or committee members shall be changed as a result of the merger.

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:

Plan of Merger
of The Chapel-By-The-Sea and Peace River Presbytery, Inc.

This Plan of Merger is by and between The Chapel-By-The-Sea and Peace River Presbytery, Inc. The Board of Directors and Executives for each company were present in person or by proxy and waive notice as a prerequisite to the meeting or have consented to the proceedings herein recorded by the signing of these minutes. The Articles of Merger provide the participation and allocation of votes for the merger.

The Chapel-By-The-Sea is a not-for-profit corporation chartered February 8, 1949 and reincorporated on May 4, 1971 by filing Articles of Incorporation with the State of Florida. The State of Florida issued the company the Document Number 720885. The company has remained an active company with the State of Florida upon its formation through the date of this agreement.

The Peace River Presbytery, Inc. is a not-for-profit corporation was formed on or about January 12, 1989 under the name Presbytery B, Inc. by filing its Article of Incorporation with the State of Florida. The State of Florida issued the company the Document Number N30157. The company changed its name through Articles of Amendment to the Articles of Incorporation to Peace River Presbytery, Inc. on or about July 25, 1989 and the company has remained an active company with the State of Florida upon its formation through the date of this agreement.

The Chapel-By-The-Sea currently holds title to the real property with the physical addresses of 100 Chapel Street, Fort Myers Beach, Florida 33931 and 2471 Estero Boulevard, Fort Myers Beach, Florida 33931 (collectively referred to as "the Properties"). During The Chapel-By-The-Sea's ownership of the Properties, the Properties were destroyed by Hurricane Ian. In addition to the physical improvements to the Properties, all documentation held by Chapel-By-The-Sea was also destroyed. However, the Board of Directors for The Chapel-By-The-Sea was able to locate the Articles of Incorporation and Bylaws for Chapel-By-The-Sea.

The Chapel-By-The-Sea lacks the fiscal resources to rebuild the structures on the Properties in order to function similar to its processes prior to Hurricane Ian. The Board of Directors met and unanimously agreed that Chapel-By-The-Sea should be merged into Peace River Presbytery, Inc. with the Peace River Presbytery, Inc. being the surviving entity. There is no requirement by Chapel-By-The-Sea to be compensated by Peace River Presbytery, Inc. for said merger. With the exception of the Properties identified herein, Chapel-By-The-Sea will have no assets subject to this merger.

The Peace River Presbytery, Inc. members met on May 16, 2024. A topic duly noticed for said meeting was the merger of The Chapel-By-The-Sea with The Peace River Presbytery, Inc. with The Peace River Presbytery, Inc. being the surviving entity. During the course of the meeting, it was duly acknowledged that as a result of the merger, The Peace River Presbytery, Inc. would receive title to the noted real estate. The members voted during said meeting with sixty-two members in favor of the merger and two against the merger. The proposed merger passed with the requisite quorum and sufficient votes.

The Company's Board of Directors informed the Peace River Presbytery PC USA's Board of Directors the results of the meeting. Peace River Presbytery PC USA's Board of Directors unanimously agreed to the merger.

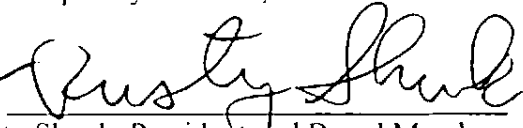
Upon Motion duly made, and properly carried, the following Resolution was adopted:

BE IT RESOLVED AS FOLLOWS:

- 1) That all actions, transactions, and activities of the Board of Directors and Officers of The Chapel-By-The-Sea for the period commencing February 8, 1949 and through September 1, 2024 are hereby approved, ratified and confirmed.
- 2) Upon the filing of the Articles of Merger, The Chapel-By-The-Sea with the Document Number 720885, shall merge into Peace River Presbytery, Inc.
- 3) Peace River Presbytery, Inc. shall be the surviving entity and shall continue to operate under Document Number 720885.
- 4) Upon the merger of the two companies, the real property identified above shall become the real property by merger of Peace River Presbytery, Inc.
- 5) All other acts of The Chapel-By-The-Sea through the date of these minutes are hereby approved, ratified and confirmed.

The undersigned hereby unanimously consent and affirm that the actions set forth in the foregoing resolutions shall constitute the minutes of a special joint meeting of the Board of Directors and the Executives of The Chapel-By-The-Sea and The Peace River Presbytery, Inc. This document be filed with the corporate binder of the companies and shall be made a part of the Minutes of the respective companies. Said document shall also be construed as a Plan of Merger as provided in Florida Statute § 617.1101.

The Chapel-By-The-Sea, Inc.

By: 
Rusty Shunk, President and Board Member

By: 
Janice Croley, Secretary and Board Member

Peace River Presbytery, Inc.

By: 
Randy Moody, Secretary and Board Member