

N150066

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(Business Entity Name)

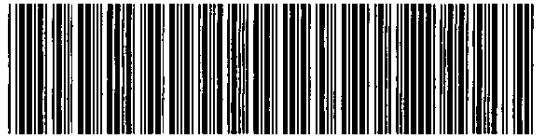
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EFFECTIVE DATE
8-1-09

Meyer
[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 30 PM 1:00

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Precious Life Ministries, 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:

J. Stephen Crawford
Contact Person

J. Stephen Crawford, Chartered
Firm/Company

28000 Spanish Wells Boulevard
Address

Bonita Springs, Florida 34135
City/State and Zip Code

jennieleelwc@embarqmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

J. Stephen Crawford At (239) 949-1818
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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.

FILED
2009 JUL 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
Precious Life Ministries, Inc.	Florida	N50066

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

EFFECTIVE DATE
8-1-09

Name	Jurisdiction	Document Number
First Choice Pregnancy Center, Inc.	Florida	N04000002490

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on August 1, 2009.

Fifth: The plan of merger was adopted by written consent of the members of the **surviving** corporation and executed in accordance with section 617.0701, Florida Statutes.

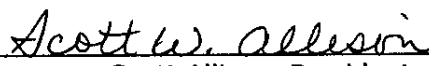
Sixth: The plan of merger was adopted by written consent of the members of the **merging** corporation and executed in accordance with section 617.0701, Florida Statutes.

Seventh:

PRECIOUS LIFE MINISTRIES, INC.

By: 
Stephen Thomas, President

FIRST CHOICE PREGNANCY CENTER, INC.

By: 
Scott Allison, President

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	Jurisdiction
Precious Life Ministries, Inc.	Florida

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

Name	Jurisdiction
First Choice Pregnancy Center, Inc.	Florida

The terms and conditions of the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger to be effective on August 1, 2009, is made and entered into by and between

PRECIOUS LIFE MINISTRIES, INC.,

a Florida not for profit corporation, having its offices at 13571 McGregor Boulevard, Suite 24, Fort Myers, Florida 33919 (hereinafter called "PLM"), and

FIRST CHOICE PREGNANCY CENTER, INC.,

a Florida not for profit corporation, having offices at 2104 Del Prado Boulevard, Suite 3, Cape Coral, Florida 33990 (hereinafter called "FCP").

Whereas, the directors of the constituent corporations have determined that the corporations can more efficiently and economically provide services by combining their resources,

Now, therefore, the parties agree as follows;

1. FCP will merge into PLM. Both parties are duly organized and validly existing in good standing under the laws of Florida.
2. FCP will transfer and assign to PLM all assets of FCP.
3. PLM will assume all known liabilities of FCP.
4. The parties have inspected all of the tangible assets of both corporations, the parties represent to each other that all of the tangible assets are owned free and clear of any encumbrances or rights of third parties, and that the assets are in good and operable condition. The parties further represent that their financial records for the year ending December 31, 2008, are true and complete and that there have been no changes in operations subsequent to that date that would materially affect their respective financial conditions."
5. PLM will apply for use of the fictitious name *First Choice Pregnancy Center*.
5. The parties have agreed that PLM will investigate the adoption of a new name for the combined operations. In the meanwhile, PLM will continue to provide services at both the Fort Myers office (under the name *Lee Women's Center*) and at the Cape Coral office (under the name *First Choice Pregnancy Center*).
6. Notwithstanding the effective date of this merger the financial records of the parties shall be maintained in such fashions as there accounts shall

determine will best reflect the balance sheet and statement of operations. The parties have examined each other's financial records, and each represents that such records fairly present the financial condition of the party.

7. The parties agree that they will hold all information exchanged in confidence, including information regarding persons to whom services have been offered or rendered.

8. PLM will seek to add medical facilities.

9. Upon the effective date of the merger the officers of PLM shall be as follows:

President	Stephen Thomas
Vice President	Scott Allison
Secretary	Larisa Sandnes
Treasurer	Ted Treesh
Executive Director	Jennie Lee Arnold

8. Upon the effective date of the merger the directors of PLM shall be as follows:

Stephen Thomas
Scott Allison
Larisa Sandnes
Ted Treesh
Neva Ott
Carol Goodlet
Marcia VanderPol
Jennie Lee Arnold

The Articles of incorporation of the surviving corporation are amended and restated to read as follows:

ARTICLE I NAME

1.1 The name of this corporation is Precious Life Ministries, Inc.

ARTICLE II OFFICES

2.1 The address of the principal office and the mailing address of this corporation is 13571 McGregor Boulevard, Suite 24, Fort Myers, Florida 33919.

ARTICLE III PURPOSE

3.1 The corporation is organized and shall operate exclusively for purposes that are charitable, religious, educational, scientific, and prevent cruelty to children, within the meaning of section 501 (c)(3) of the Internal Revenue Code, including encouraging individuals, through education and outreach, the recognition of human life from the moment of conception, and to minister in the name of Jesus Christ to women and men facing unplanned pregnancies by providing moral support and medical services that will empower them to make healthy life choices.

3.2 The corporation is a faith-based organization.

3.3 None of the earnings of the corporation may inure to any private person.

3.4 The corporation may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates.

3.5 The corporation may not engage in an excess benefit transaction with a person having substantial influence over the corporation.

ARTICLE IV MEMBERS

4.1 This corporation shall not have members.

ARTICLE V DIRECTORS

5.1 The number, tenure, manner of election and qualifications of the directors of this corporation shall be fixed by the by-laws.

ARTICLE VI INDEMNITY

6.1 This corporation shall protect, defend, hold harmless and indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

6.2 The Corporation shall to the extent economically feasible provide appropriate insurance policies to indemnify its directors, officers, employees and agents.

ARTICLE VII Duration

7.1 The duration of this Corporation shall be perpetual.

ARTICLE VIII DISSOLUTION

8.1 Upon the dissolution of the Corporation all of the assets of the Corporation shall be distributed for charitable, religious, educational, scientific, or other exempt purpose within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. To the extent feasible the Corporation shall seek to find as a recipient qualified under §501(c)(3) of the Internal Revenue Code rendering services similar to those rendered by this Corporation.