

N94000004159

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



100058993141

Merger

04/01/05--01004--019 **78.75

FILED
05 SEP -1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 SEP -1 AM 10:43
STATE
SECRETARIES
TALLAHASSEE, FLORIDA

Doc
9/1/05

Holland & Knight LLP Requester's Name	
315 So. Calhoun Street Address	
425-5675 City/State/Zip Phone #	

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. West Gate Church, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WestGate Church, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Crystal J. Adkins
(Name of person)

Holland & Knight LLP
(Name of firm/company)

50 N. Laura Street, Suite 3900
(Address)

Jacksonville, FL 32207
(City/state and zip code)

For further information concerning this matter, please call:

Crystal J. Adkins At (904) 798-5442
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; 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
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Not for Profit Corporations)

FILED
05 SEP -1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
WestGate Church, Inc.	Florida	N94000004159

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Carpenter's House, Inc.	Florida	N97000001432

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 09 / 01 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(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 Aug 30, 2005. The number of directors in office was 6. The vote for the plan was as follows: 6 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 Aug 30, 2005. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST _____

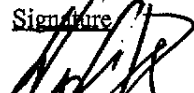
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

WestGate Church, Inc.



Wayne A. Young, President

The Carpenter's House, Inc.



Howard McIntyre, 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

WestGate Church, Inc.

Florida

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

Name

Jurisdiction

The Carpenter's House, Inc.

Florida

The terms and conditions of the merger are as follows:

See attached 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

Exhibit A

Terms and conditions of merger:

1. The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

2. The taxpayer identification number of the Surviving Corporation (59-3266247) will continue to be the taxpayer identification number of the Surviving Corporation.

3. The Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders hereby are subject to this reservation.

4. The Bylaws of the Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain the Bylaws of the Surviving Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

5. On the effective date of the Merger, the separate existence of the Merging Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments of other like instruments, when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Merging Corporation by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

6. From and after the effective date of the Merger, the officers and directors of the Surviving Corporation shall be consistent with the officers and directors of the Surviving Corporation prior to the Merger. Officers and directors of the Surviving Corporation shall hold office subject to provisions of applicable law.