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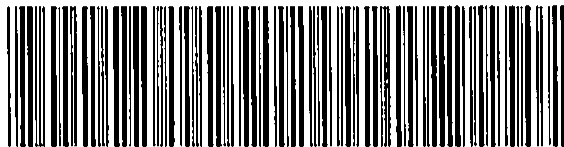
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Name:	SOUTHSIDE ESTATES BAPTIST CHURCH
Document #:	
Order #:	14439711

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Thank you!

**ARTICLES OF MERGER  
OF  
SOUTHSIDE ESTATES BAPTIST CHURCH  
INTO  
KERNAN BOULEVARD BAPTIST CHURCH, INC.**

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Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **SOUTHSIDE ESTATES BAPTIST CHURCH**, a Florida not for profit corporation, into **KERNAN BOULEVARD BAPTIST CHURCH, INC.**, a Florida not for profit corporation.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **SOUTHSIDE ESTATES BAPTIST CHURCH** into **KERNAN BOULEVARD BAPTIST CHURCH, INC.** **KERNAN BOULEVARD BAPTIST CHURCH, INC.** shall be the surviving corporation.

2. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 617.1103, Florida Statutes, by the Board of Trustees of **KERNAN BOULEVARD BAPTIST CHURCH, INC.** at a meeting held on July 11, 2022, pursuant to which all three (3) members of the Board of Trustees of **KERNAN BOULEVARD BAPTIST CHURCH, INC.** unanimously voted to approve the Plan of Merger. The Plan of Merger did not require approval of the members of **KERNAN BOULEVARD BAPTIST CHURCH, INC.**

3. The Plan of Merger referred to in paragraph 1 above was duly approved and adopted in the manner prescribed by Section 617.1103, Florida Statutes, by the Board of Trustees of **SOUTHSIDE ESTATES BAPTIST CHURCH** at a meeting held on July 11, 2022, pursuant to which all three (3) members of the Board of Trustees of **SOUTHSIDE ESTATES BAPTIST CHURCH** unanimously voted to approve the Plan of Merger. The Plan of Merger did not require approval of the members of **SOUTHSIDE ESTATES BAPTIST CHURCH**.

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IN WITNESS WHEREOF, SOUTHSIDE ESTATES BAPTIST CHURCH and KERNAN BOULEVARD BAPTIST CHURCH, INC. have caused these Articles of Merger to be signed in their corporate names as of the 11 day of July, 2022.

KERNAN BOULEVARD BAPTIST CHURCH,  
INC.

By: Katie Clifford  
Print Name: Katie Clifford  
Its: Finance Director

SOUTHSIDE ESTATES BAPTIST CHURCH

By: Katie Clifford  
Print Name: Katie Clifford  
Its: Finance Director

**Exhibit A**

**Plan of Merger**

**See attached.**

## **PLAN OF MERGER**

This Plan of Merger dated as of the 11 day of July, 2022, pursuant to Section 617.1101, Florida Statutes, provides for the merger of Southside Estates Baptist Church, a Florida not for profit corporation ("Southside"), into Kernan Boulevard Baptist Church, Inc., a Florida not for profit corporation ("Kernan"). Kernan is to be the surviving corporation.

## **BACKGROUND**

WHEREAS, Southside is a Florida not for profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Kernan is a Florida not for profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, for matters of efficiency and administrative convenience, the Board of Trustees of Southside and the Board of Trustees of Kernan deem it advisable to merge Southside with and into Kernan so that Kernan is the surviving corporation on the terms provided herein (the "Merger").

## **MERGER PROVISIONS**

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), Southside shall be merged into Kernan and the separate corporate existence of Southside shall cease and Kernan, as the surviving corporation, shall continue its corporate existence as a Florida not for profit corporation pursuant to the laws of Florida.

(1) The Merger shall become effective as of the date upon which the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

(1) Kernan, as the surviving corporation, shall possess and retain every interest in all assets and property of every description of Southside. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of Southside shall be vested in Kernan, as the surviving corporation, without further act or deed, subject, however, to the limitations on the powers of Kernan imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in Southside shall not revert or in any way be impaired by reason of the Merger.

(2) All obligations belonging to or due to Southside shall be vested in Kernan, as the surviving corporation, without further act or deed, and Kernan shall be liable for all obligations of Southside existing as of the Effective Time.

(3) The Articles of Incorporation and Bylaws of Kernan in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of Kernan following the Effective Time.

(4) At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any membership of Southside, each membership of Southside immediately prior to the Effective Time shall be converted into and become a membership of Kernan immediately following the Effective Time. Each membership of Kernan in effect and outstanding immediately prior to the Effective Time shall remain in effect and outstanding immediately following the Effective Time and be unaffected by the Merger.

(5) At any time prior to the Effective Time, this Plan of Merger may be terminated and the Merger abandoned for any reason whatsoever by the Board of Trustees of Kernan or the Board of Trustees of Southside. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Trustees of Southside or Kernan followed by written notice to an officer of the other corporation party to the Merger.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

### CERTIFICATIONS

Southside Estates Baptist Church hereby certifies that the Board of Trustees of Southside duly adopted and approved the foregoing Plan of Merger on the 11 of July, 2022.

Southside Estates Baptist Church

By: Katie Clifford  
Name: Katie Clifford  
Title: Finance Director

Kernan Boulevard Baptist Church, Inc. does hereby certify that the Board of Trustees of Kernan duly adopted and approved the foregoing Plan of Merger on the 11 of July, 2022.

Kernan Boulevard Baptist Church, Inc.

By: Katie Clifford  
Name: Katie Clifford  
Title: Finance Director