

N97000005462

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

**FIRST CHURCH OF CHRIST, SCIENTIST, HOLLYWOOD, FLORIDA, INC., a
Florida corporation, N97000003917**

**FIRST CHURCH OF CHRIST, SCIENTIST, NORTH MIAMI, FLORIDA, a Florida
corporation, 710263**

INTO

**FIRST CHURCH OF CHRIST, SCIENTIST, AVENTURA, FLORIDA, INC., a
Florida corporation, N97000005462**

File date: October 9, 1997

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
FIRST CHURCH OF CHRIST, SCIENTIST, HOLLYWOOD, FLORIDA, INC.,
AND
FIRST CHURCH OF CHRIST, SCIENTIST, NORTH MIAMI, FLORIDA
WITH AND INTO
FIRST CHURCH OF CHRIST, SCIENTIST, AVENTURA, FLORIDA, INC.**

Pursuant to the provisions of Section 617.1105 of the Florida Not for Profit Corporation Act, the First Church of Christ, Scientist, Hollywood, Florida, Inc. (the "Hollywood Church"), the First Church of Christ, Scientist, North Miami, Florida (the "North Miami Church"), and the First Church of Christ, Scientist, Aventura, Florida, Inc. (the "Aventura Church") hereby adopt the following Articles of Merger for the purpose of merging the Hollywood Church and the North Miami Church with and into the Aventura Church:

ARTICLE I

The Hollywood Church and the North Miami Church shall each be merged with and into the Aventura Church, with the Aventura Church being the surviving corporation after the merger.

ARTICLE II

The following Plan of Merger was approved by the governing boards and members of the Hollywood Church, the North Miami Church and the Aventura Church, respectively:

1. On the effective date, the Hollywood Church and the North Miami Church shall be merged with and into the Aventura Church pursuant to the provisions of and with the effect provided in the Florida Not for Profit Corporation Act and, to the extent applicable, the Florida General Corporation Act. (Hereafter, the Hollywood Church and the North Miami Church may sometimes be collectively referred to as the "Disappearing Corporations").

2. On the effective date, the corporate existence of the Aventura Church shall continue unaffected and unimpaired by the merger; the separate existence and corporate organization of each of the Disappearing Corporations shall cease; and the Aventura Church shall have all the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the Florida Not for Profit Corporation Act. The Aventura Church shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Disappearing Corporations; and all property, real, personal and mixed and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to any of the Disappearing Corporations, shall be taken and deemed to be transferred to, and invested in, the Aventura Church without further act or

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deed; and the title to any real estate, or any interest therein, vested in any of the Disappearing Corporations will not revert or be in any way impaired by reason of such merger. The Aventura Church shall thenceforth be responsible and liable for all of the liabilities and obligations of each the Disappearing Corporations; and any claim existing or action or proceeding pending by or against any of the Disappearing Corporations shall be prosecuted as if such merger had not taken place or the Aventura Church may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Disappearing Corporations shall be impaired by such merger.

3. The Articles of Incorporation of the Aventura Church and the Bylaws of the Aventura Church in force immediately prior to the effective date shall on and after the effective date continue to be the Articles of Incorporation of the Aventura Church and the Bylaws of the Aventura Church, until altered, amended or repealed in accordance with their provisions and applicable law.

4. Upon the effective date, the members of the Hollywood Church and the North Miami Church shall become members of the Aventura Church without any further act or deed, fully qualified to hold any elective or appointed office, committee membership or other position in the Aventura Church to the same extent and to the same effect as if they were members of the Aventura Church in good standing prior to the effective date of the merger, and, as the Aventura Church members, they shall be entitled to all rights to vote as such members upon the effective date.

5. The Church edifice will be temporarily located at 772 N. E. 72nd Terrace, Miami, Florida 33138, until a permanent location is approved by the membership.

6. The Reading Room for the Aventura Church after the merger shall be temporarily located at 772 N. E. 72nd Terrace, Miami, Florida 33138, until a permanent location is approved by the membership.

7. The members of the Aventura Church's Board of Trustees and its officers, both elected and appointed, including the Readers of the Church, who held those positions immediately prior to the effective date, shall temporarily continue in such positions after the effective date until their duly qualified and elected successors have taken office.

ARTICLE III

A regular meeting of the members of the Hollywood Church was held on July 6, 1997. Such regular meeting was called for the purpose of adopting and approving the Plan of Merger. A quorum was present at the meeting and the Plan of Merger received at least two-thirds of the votes of the members present at the meeting, which was sufficient for approval of the Plan of Merger.

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A special meeting of the members of the North Miami Church was held on July 27, 1997. Such special meeting was called for the purpose of adopting and approving the Plan of Merger. A quorum was present at the meeting and the Plan of Merger received at least a majority of the votes of the members present at the meeting, which sufficient for approval of the Plan of Merger.

A special meeting of the members of the Aventura Church was held on September 10, 1997. Such special meeting was called for the purpose of adopting and approving the Plan of Merger. A quorum was present at the meeting and the Plan of Merger received at least a majority of the votes of the members present at the meeting, which was sufficient for approval of the Plan of Merger.

IN WITNESS WHEREOF, the undersigned Corporations have caused these Articles of Merger to be signed in their name by their respective authorized Officers, this 8th day of October, 1997.

FIRST CHURCH OF CHRIST, SCIENTIST,
HOLLYWOOD, FLORIDA, INC.

By: Steven Van Wie
Steven Van Wie, Chairman

FIRST CHURCH OF CHRIST, SCIENTIST,
NORTH MIAMI, FLORIDA

By: Norene Bini
Norene Bini, Chairman

FIRST CHURCH OF CHRIST, SCIENTIST,
AVENTURA, FLORIDA, INC.

By: Steven Van Wie
Steven Van Wie, Chairman

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