

N97000006564

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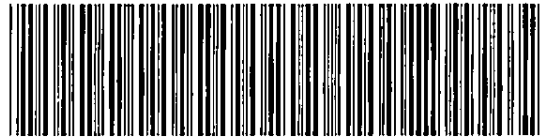
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SECRETARY OF STATE
TALLAHASSEE, FL

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HAND ARENDALL
HARRISON SALE

Jane E. Kerrigan
jkerrigan@handfirm.com
DIRECT 850 650 0010 / FAX 850 344 9731

December 19, 2023

**VIA CERTIFIED MAIL WITH
RETURN RECEIPT REQUESTED:**

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger - Family of Christ Church, Inc. and First Baptist Church of
Freeport, Florida, Inc.

To Whom It May Concern:

Please find the enclosed check # 248610 in the amount of \$35.00 to cover the costs associated with filing the enclosed Articles of Merger for Florida Nonprofit Corporation for the two (2) above-referenced entities. Thank you for assistance with this!

If you have any questions or need anything further, please do not hesitate to contact our office at (850) 460-3697.

Thank you.

Jessica N. Campfield, FRP
Paralegal to Jane E. Kerrigan, Esq.
jcampfield@handfirm.com

SECRETARY OF STATE
TALLAHASSEE, FL

2024 FEB 16 AM 9:10

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HAND ARENDALL
HARRISON SALE

Jane E. Kerrigan

jkerrigan@handfirm.com

DIRECT 850 650 0010 / FAX 850 344 9731

February 15, 2023

VIA FEDEX: 7752 0117 1299

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: Articles of Merger - Family of Christ Church, Inc. and First Baptist Church of
Freeport, Florida, Inc.
Ref. Number: N97000006564
Letter Number: 524A00002250

To Whom It May Concern:

In response to your letter dated February 1, 2024, please find the enclosed check #: 249303
in the amount of \$35.00 to cover the remaining costs owed associated with filing the Articles of
Merger for Florida Nonprofit Corporation for the two (2) above-referenced entities.

If you have any questions or need anything further, please do not hesitate to contact our
office at (850) 460-3697. Thank you for assistance with this!

Thank you.

Jessica N. Campfield, FRP

Paralegal to Jane E. Kerrigan, Esq.

jcampfield@handfirm.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2024

JESSICA N. CAMPFIELD, FRP
HAND ARENDALL HARRISON SALE LLC
35008 EMERALD COAST PKWY, FIFTH FLOOR
DESTIN, FL 32541

SUBJECT: FIRST BAPTIST CHURCH OF FREEPORT, FLORIDA, INC.
Ref. Number: N97000006564

We have received your document for FIRST BAPTIST CHURCH OF FREEPORT, FLORIDA, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The Fee to file this merger is \$70.00 so therefore we need an additional \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 524A00002250

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)
First Baptist Church of Freeport, Florida, Inc	Florida	N97000006564

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Family of Christ Church, Inc.	Florida	N20000003400

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 / / (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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Aug. 9th 2023.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
13 FOR 0 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 Aug 9th 2023. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 12 FOR 0 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

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

First Baptist Church of Freeport, Florida, Inc.

or an officer.

nc. Richard Range

Richard Runge, Trustee

Family of Christ Church, Inc.

[Handwritten signature]

Jonathan O'Hara, President

AGREEMENT AND PLAN OF MERGER

Merging Family of Christ Church, Inc., a Florida nonprofit corporation into First Baptist Church of Freeport, Florida, Inc., a Florida nonprofit corporation

This Plan of Merger is entered into by and between Family of Christ Church, Inc. ("Family of Christ"), a Florida nonprofit corporation and First Baptist Church of Freeport, Florida, Inc., a Florida nonprofit corporation ("First Baptist"). The resulting church shall be First Baptist Church of Freeport, Florida, Inc., a Florida nonprofit corporation, doing business as "Pathway."

Recitals

1. The governing boards of Family of Christ and First Baptist have determined that it is desirable and in the best interest of the two churches that Family of Christ be merged into First Baptist with First Baptist being the surviving corporation.

2. For the reasons set forth above, and in consideration of the mutual covenants and promises of this Agreement, Family of Christ and First Baptist hereby agree, pursuant to Section 617.1101, Florida Statutes, that Family of Christ shall be merged into First Baptist as a single corporation and that the terms and conditions of such merger and the method or plan of carrying it into effect are as follows:

ARTICLE I

Designation of Surviving Corporation

The corporate existence of Family of Christ shall cease, and the corporate existence of First Baptist shall continue under the name "First Baptist Church of Freeport, Florida, Inc." and doing business under the name "Pathway." First Baptist shall become subject to all of the debts and liabilities of Family of Christ in the same manner as if First Baptist had itself incurred them. All assets of Family of Christ shall become the assets of First Baptist. The custodian of the records for Family of Christ shall turn over all books and records of Family of Christ to the custodian of

records for First Baptist. All employees of Family of Christ shall become employees of First Baptist. Remuneration to employees shall be set by the Board of Directors.

ARTICLE II
Principal Office

The principal office of First Baptist shall remain the principal office of the churches following the merger.

ARTICLE III
Terms and Conditions of Merger

The merger will be consummated upon (a) this Plan having been approved by the governing boards of both churches and the membership of both churches in accordance with each churches bylaws, and (b) Articles of Merger of both the corporations having been filed in accordance with Florida Law. The merger will be consummated in accordance with the terms set forth in this Agreement. Following the merger, the Amended Church Bylaws and Church Constitution shall become the Bylaws and Constitution of the surviving church, First Baptist.

ARTICLE IV
Changes to Articles of Incorporation
Of Surviving Corporation

The Articles of Incorporation of First Baptist shall, on the effective date of the merger, shall be amended as follows:

ARTICLE IX AMENDMENTS

Amendments of these Articles shall be adopted by two thirds vote of the members of the corporation present and voting, at a regular congregational meeting, provided that copies of each proposed amendment have been presented, in writing, two weeks prior to the congregational meeting and published at least

twice in the weekly church bulletin or newsletter prior to being voted on, and

copies made available in the church office prior to being voted on.

The remaining provisions shall remain the same and in effect and continue unchanged by the merger.

ARTICLE V
Registered Agent

The new Registered Agent for the corporation shall be as follows:

JONATHN O'HARA
430 Kylea Laird Drive
Freeport, FL 32439

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of new Registered Agent

ARTICLE VI
Officers and Directors

The persons who constitute the members of the governing boards of First Baptist on the effective date of the merger shall remain the same and continue unchanged by the merger.

ARTICLE VII
No Extraordinary Transaction

Neither First Baptist nor Family of Christ Church shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

This Agreement has been entered into on 9th day of August, 2023.

FAMILY OF CHRIST CHURCH, INC.

By: [Signature]
Print Name: Jonathan O'Hara
Its: President

FIRST BAPTIST CHURCH OF FREEPORT, FLORIDA, INC.

By: [Signature]
Print Name: Rick Runge
Its: President