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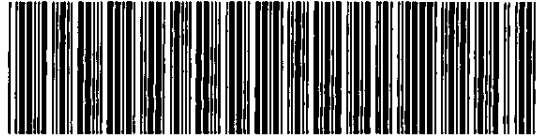
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2010 NOV 18 A 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Tewis
11-22-10

Berean Baptist Church

Sincerely, Dwaine Johnson

211 Madison Av. Daytona Beach, Florida 32114, (904) 252-6978

Dwaine M. Johnson, Pastor.

October 21, 2010

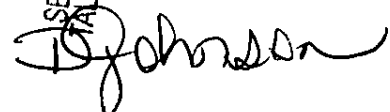
To Whom It Concern:

The merger of the Berean Baptist Church of Daytona Beach Florida and the Bethel Missionary Independent Church has been discussed and mentioned to the members of Bethel before Pastor Transeau's death.

Since the passing of Pastor Transeau, the Bethel Baptist Church members have disband and scattered to various different churches. There are no longer any formal corporate worship services under the Bethel organization.

The other official signing officers have deceased. According to the Bethel's constitution a Church of like faith and that meets the requirements of the Internal Revenue Code of 1986 as pastor and trustees shall determine.

In Service



Dwaine Johnson Pastor.

RECEIVED

10 NOV -8 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"They received the word with all readiness of mind, and searched the scriptures daily, whether those things were so." (Acts 17:11)

On Wednesday 5th October 2010
Pastor Johnson called a meeting
about a merge with Bethel Baptist
at 8:05 PM

12 people present

James Bryant made a motion
that the merger be accepted

Hezekiah Corbitt Second the motion
The vote was brought to the church
body present and there was
complete support for this merger
to go forward.

Having voted on this all other details
will be finalised at a later date.

The meeting was closed 8:12 PM

Trustees
James A. Bryant
Hezekiah Corbitt

President Dwaine Johnson
D. Johnson



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 8, 2010

PASTOR DWAIN JOHNSON, SR.
BEREAN BAPTIST CHURCH, INC.
211 MADISON AVENUE
DAYTONA BEACH, FL 32114

SUBJECT: BEREA BAPTIST CHURCH, INC. OF DAYTONA BEACH,
FLORIDA
Ref. Number: N98000000316

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 510A00026215

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10 NOV 18 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Not for Profit Corporations)

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2010 NOV 18 A 11:26

SECRETARY OF STATE

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>
BEREAN BAPTIST CHURCH, INC. OF DAYTONA BEACH, FLORIDA	Florida	N98000000316

SECOND: The name and jurisdiction of the **MERGING** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BETHEL MISSIONARY INDEPENDENT BAPTIST CHURCH, INC.	Florida	703226

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Department of State.

FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION:
The plan of merger was adopted by the members of the surviving corporation on Oct 5th 2010. 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.


SIXTH: ADOPTION OF MERGER BY MERGING CORPORATION:
The plan of merger was adopted by the members of the merging corporation on Oct 10, 2010. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: Six FOR 0 AGAINST.

SEVENTH: SIGNATURES FOR EACH CORPORATION:


Name of Corporation

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

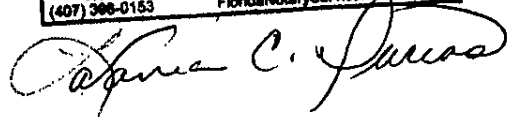
Berean Baptist Church, Inc.
of Daytona Beach, Florida


Dwayne Johnson,
Chairman and President

Bethel Missionary Independent
Baptist Church, Inc.


Anita Transeau,
Treasurer (sole remaining officer)





PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **SURVIVING** corporation:

<u>Name</u>	<u>Jurisdiction</u>
BEREAN BAPTIST CHURCH, INC. OF DAYTONA BEACH, FLORIDA	Florida

The name and jurisdiction of the **MERGING** corporation:

<u>Name</u>	<u>Jurisdiction</u>
BETHEL MISSIONARY INDEPENDENT BAPTIST CHURCH, INC.	Florida

The terms and conditions of the merger are as follows:

1. The title to all property, or any interest therein, owned by the merging corporation is vested in the surviving corporation without reversion or impairment.
2. The surviving corporation shall be responsible and liable for all the liabilities and obligations of merging corporation.
3. The surviving corporation shall be substituted for the merging corporation with respect to any claim, right, or action existing by or against the merging corporation.

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.

SECTION 4 – EXTENT OF INDEMNIFICATION

The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the Church, both as to action of each person seeking indemnification under this Article in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a pastor, deacon, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 5 – INSURANCE

The Church may purchase and maintain insurance on behalf of any person who is or was a pastor, deacon, officer, employee, or agent of the Church against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the Church would have the power to indemnify him against liability under the provisions of this Article.

ARTICLE 10 – TAX-EXEMPT PROVISIONS

SECTION 1 – PRIVATE INUREMENT

No part of the net earnings of the church shall inure to the benefit of, or be distributed to, its members, trustees, officers, except with back pay to the pastor when the church was unable to meet the authorized salary or housing allowance, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1, Section 2 hereof.

SECTION 2 – POLITICAL INVOLVEMENT

No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3 – DISSOLUTION

Upon the dissolution of the church, the pastor and trustees shall, after paying or making provision for payment of all liabilities of the church, dispose of all of the assets of the church to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the pastor and trustees shall determine. Assets may be distributed only to organizations, which agree with the church's statement of faith.

SECTION 4 – RACIAL NONDISCRIMINATION

The church shall have a racially nondiscriminatory policy and therefore shall not discriminate against members, applicants, students, and others on the basis of race, color, or national or ethnic origin.

SECTION 5 - LIMITATION OF ACTIVITIES