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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Miami District Campus Ministry, Inc.

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Name Change

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Miami District Campus Ministry, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James H. Barrett
(Contact Person)

**Annette
- Merger & Name Change*

Baker & McKenzie LLP
(Firm/Company)

1111 Brickell Ave., Suite 1700
(Address)

Miami, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

James H. Barrett At (305) 789-8957
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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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)
Miami District Campus Ministry, Inc.	Florida	N99000003711

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FIU- MDC Wesley Foundation, Inc.	Florida	N09000005755

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.

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(Attach additional sheets if necessary)

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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 11/14/2015. The number of directors in office was 7. The vote for the plan was as follows: 7 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 11/14/2015. The number of directors in office was 12. The vote for the plan was as follows: 8 FOR 0 AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman, vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
Miami District Campus Ministry, Inc.	<i>Matt Kaiser</i>	Matt Kaiser, Chair
PHU- MDC Wesley Foundation, Inc.	<i>Steve Gilberts</i>	Steve Gilberts, Chair

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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:

<u>Name</u>	<u>Jurisdiction</u>
Miami District Campus Ministry, Inc.	Florida
_____	_____

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
FIU- MDC Wesley Foundation, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

The not for profit corporations will merge and operate as a single not for profit corporation going forward. The surviving not for profit corporation will be a part of the Ministry of the United Methodist Church and it will seek to operate in accordance with all applicable provisions outlined in the United Methodist Church Book of Discipline.

The existing board members of both companies will be on the board of directors of the surviving entity.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

The name of the surviving corporation will be changes to "United Wesley Foundation of Miami, Inc."

Other provisions relating to the merger are as follows:

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