

19900003896

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000350811 3)))



H180003508113ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: sumran@cox.net

RECEIVED
2018 DEC 11 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FL

MERGER OR SHARE EXCHANGE
The Gainesville Church, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
2018 DEC 11 AM 11:32

Me/Par

H18000350811 3

**ARTICLES OF MERGER
MERGING
FOURTEENTH STREET CHURCH OF CHRIST, INC.
WITH AND INTO
THE GAINESVILLE CHURCH, INC.**

Pursuant to Sections 617.1101, 617.1103, 617.1105 and 617.1106 of the Florida Not For Profit Corporation Act, **FOURTEENTH STREET CHURCH OF CHRIST, INC.**, a Florida not-for-profit corporation (hereinafter referred to as the "Merging Entity") and **THE GAINESVILLE CHURCH, INC.**, a Florida not-for-profit corporation (the "Surviving Entity"), hereby adopt the following Articles of Merger:

ARTICLE I

The name, jurisdiction, type of entity and Florida document number of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction of the Surviving Entity's Governing Law</u>	<u>Type of Entity / Florida Document Number</u>
THE GAINESVILLE CHURCH, INC.	Florida	Not-for-profit corporation / #N99000003896

ARTICLE II

The name, jurisdiction, type of entity and Florida document number of the governing law of the Merging Entity is as follows:

<u>Name</u>	<u>Jurisdiction of the Merging Entity's Governing Law</u>	<u>Type of Entity / Florida Document Number</u>
FOURTEENTH STREET CHURCH OF CHRIST, INC.	Florida	Not-for-profit corporation / #721784

H18000350811 3

H18000350811 3

ARTICLE III

The Plan of Merger pursuant to which the Merging Entity shall merge with and into the Surviving Entity (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The merger shall become effective on January 1, 2019 (the "Effective Date").

ARTICLE V

The Plan of Merger was adopted and approved (i) by Resolution of the Board of Trustees (e.g., Board of Directors) of the Surviving Entity at a meeting held on August 25, 2018, in accordance with Chapter 617, Florida Statutes (the governing law of the Surviving Entity), (ii) by Resolution of the Members of the Surviving Entity at a meeting held on October 3, 2018, in accordance with Chapter 617, Florida Statutes (the governing law of the Surviving Entity) and (iii) in accordance with the terms of the governing documents of the Surviving Entity. As of the date hereof, the Surviving Entity has Seven (7) trustees in office. The number of votes cast by the Board of Trustees and by the Members were sufficient for approval.

ARTICLE VI

The Plan of Merger was adopted and approved (i) by Resolution of the Board of Directors of the Merging Entity at a meeting held on August 25, 2018, in accordance with Chapter 617, *Florida Statutes* (the governing law of the Merging Entity), (ii) by Resolution of the Members of the Merging Entity at a meeting held on September 30, 2018, in accordance with

H18000350811 3

H18000350811 3

Chapter 617, Florida Statutes (the governing law of the Merging Entity) and (iii) in accordance with the terms of the governing documents of the Merging Entity. As of the date hereof, the Merging Entity has two (2) directors in office. The number of votes cast by the Board of Directors and by the Members were sufficient for approval.

IN WITNESS WHEREOF, the Board of Directors of the Merging Entity and the Board of Trustees of the Surviving Entity have each caused these Articles of Merger to be executed by their respective authorized officer this 3rd day of October, 2018.

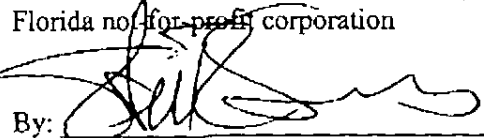
MERGING ENTITY:

FOURTEENTH STREET CHURCH OF
CHRIST, INC., a Florida not-for-profit
corporation

By: 
Don Price, President

SURVIVING ENTITY:

THE GAINESVILLE CHURCH, INC., a
Florida not-for-profit corporation

By: 
Steven R. Summers, President

H18000350811 3

H18000350811 3

EXHIBIT A

**PLAN OF MERGER
OF
MERGING
FOURTEENTH STREET CHURCH OF CHRIST, INC.
WITH AND INTO
THE GAINESVILLE CHURCH, INC.**

THIS PLAN OF MERGER is approved and adopted by **FOURTEENTH STREET CHURCH OF CHRIST, INC.**, a Florida not-for-profit corporation (the "Merging Entity") and **THE GAINESVILLE CHURCH, INC.**, a Florida not-for-profit corporation (the "Surviving Entity");

ARTICLE I

1.1 **Name of Surviving Entity.** The name of the Surviving Entity is **THE GAINESVILLE CHURCH, INC.**

1.2 **Surviving Entity Principal Place of Business.** The Surviving Entity's principal place of business is 2720 SW 2nd Avenue, Gainesville, Florida 32607-3108.

1.3 **Surviving Entity Jurisdiction.** The Surviving Entity's jurisdiction of governing law is Florida.

ARTICLE II

2.1 **Name of Merging Entity.** The name of the Merging Entity is **FOURTEENTH STREET CHURCH OF CHRIST, INC.**

2.2 **Merging Entity Principal Place of Business.** The principal place of business of the Merging Entity is 2720 SW 2nd Avenue, Gainesville, Florida 32607-3108.

2.3 **Merging Entity Jurisdiction.** The Merging Entity's jurisdiction of governing law is Florida.

ARTICLE III

3.1 **The Merger.** As of the Effective Date, the Merging Entity shall merge with and into the Surviving Entity (the "Merger"), the separate existence of the Merging Entity shall thereupon cease, and the Surviving Entity shall be the surviving entity in the Merger and shall continue its legal existence under the laws of the State of Florida. The purpose of this merger is

H18000350811 3

H18000350811 3

to combine the two (2) entities to more efficiently carry out the charitable mission of the organizations, and to reduce the costs and expenses of operating two (2) entities.

3.2 **Effect of Merger.** The Merger shall have the effect set forth in the Florida Not For Profit Corporation Act (the "Act").

3.3 **Effective Date.** The merger shall become effective on January 1, 2019 (the "Effective Date").

ARTICLE IV

4.1 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Act and the Articles of Incorporation of the Merging Entity: (i) the Surviving Entity shall possess all rights, privileges and powers of the Merging Entity; (ii) all property and assets of the Merging Entity shall vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of the Merging Entity.

4.2 **No Stock or Consideration Due from Merging Entity.** There is no stock or other ownership interest in the Merging Entity as of the Effective Date. No consideration shall be received in connection with the Merger.

ARTICLE V

5.1 **Surviving Entity Articles of Incorporation and By-Laws.** The Surviving Entity's Articles of Incorporation and the By-Laws in effect immediately prior to the Effective Date shall be and will remain the Articles of Incorporation and the Bylaws of the Surviving Entity immediately after the Effective Date, unless and until such Amended Articles of Incorporation and Bylaws shall be amended as provided by the Articles of Incorporation and By-Laws of the Surviving Entity or by law.

5.2 **Merging Entity Articles of Incorporation and Bylaws.** The Amended Articles of Incorporation and the Bylaws of the Merging Entity, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect.

5.3 **Surviving Entity Officers and Trustees (e.g., Board of Directors).** The officers and trustees of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the officers and trustees of the Surviving Entity, until such time as their successors are duly elected and qualified in accordance with the terms of the Articles of Incorporation and the Bylaws of the Surviving Entity.

H18000350811 3

H18000350811 3

ARTICLE VI

6.1 **Amendment.** The Merging Entity and Surviving Entity (the "Constituent Entities"), by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Constituent Entities shall be subject to the limitations specified in the Act.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

6.3 **Constituent Entities' Approval.** This Plan of Merger was approved and adopted by (i) Resolution of the Board of Directors of the Merging Entity at a meeting held on August 25, 2018, (ii) Resolution of the Members of the Merging Entity at a meeting held on September 30, 2018, (iii) Resolution of the Board of Trustees of the Surviving Entity at a meeting held on August 25, 2018 and (iv) Resolution of the Members of the Surviving Entity at a meeting held on October 3, 2018.

6.4 **Filing of Articles of Merger.** After obtaining such approval by the Constituent Entities, the authorized officers of the Surviving Entity and the Merging Entity are hereby authorized and directed to cause all required documents to be executed, filed and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.