



20171214000446460 1/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

ARTICLES OF MERGER

of

FIRST METHODIST CHURCH OF CALERA, ALABAMA

(An Alabama nonprofit corporation)
(not on Index)

into

THE GATHERING PLACE UNITED METHODIST CHURCH, INC.

(An Alabama nonprofit corporation)
(Entity No. 289-337)

November 30, 2017

Dominick Feld Hyde, P.C.
1130 22nd Street South
Ridge Park, Suite 4000
Birmingham, Alabama 35205

Alabama
Sec. Of State

Merger
001-895
Date 12/11/2017
Time 16:00
171211 10 PG
File \$100.00
Ackn \$.00
Exp \$100.00

Total \$200.00
02/009

RECEIVED DATE

DEC 11 2017

SECRETARY OF STATE
OF ALABAMA

RECEIVED
DATE

DEC 04 2017

SECRETARY OF STATE
OF ALABAMA

Alabama
Sec. Of State
Merger 001-895
Date 12/11/2017
Time 16:00
171211 10 Pg
File \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
02/009

ARTICLES OF MERGER
of
FIRST METHODIST CHURCH OF CALERA, ALABAMA
into
THE GATHERING PLACE UNITED METHODIST CHURCH, INC.

Pursuant to the Code of Alabama (1975), Sections 10A-1-8.02 *et seq.*, and 10A-3-5.01 *et seq.*, and to the *Book of Discipline of the United Methodist Church* (2016), The Gathering Place United Methodist Church, Inc., an Alabama nonprofit corporation (the "Surviving Corporation"), and First Methodist Church of Calera, Alabama, an Alabama nonprofit corporation (the "Merged Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation into the Surviving Corporation.

ARTICLE I

The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan") was approved: (i) by the Administrative Council and Charge Conference of the Surviving Corporation and by the Administrative Council and Charge Conference of the Merged Corporation, (ii) by the Senior Pastor of the Merged Corporation and the Senior Pastor of the Surviving Corporation, and (iii) by the District Superintendents of the South Central District of the North Alabama Conference of the United Methodist Church and the Cheaha District of the North Alabama Conference of the United Methodist, all in the manner prescribed by *The Book of Discipline of the United Methodist Church* (2016), and in accordance with the Alabama Business and Nonprofit Entity Code.

ARTICLE II

The Plan was approved and authorized by the Merged Corporation by resolution adopted at the October 15, 2017 meeting of its Charge Conference. A quorum of the Charge Conference was present at said meeting. The Plan received the affirmative vote of more than two-thirds (2/3rds) of the members of the Merged Corporation authorized to vote thereon. Said resolution authorized the Board of Trustees of the Merged Corporation to take any and all actions deemed necessary or advisable to effectuate the Plan, and to fulfill all legal requirements relating to the merger.

ARTICLE III

The Plan was approved and authorized by the Surviving Corporation by resolution adopted at the October 17, 2017 meeting of its Charge Conference. A quorum of the Charge Conference was present at said meeting. The Plan received the affirmative vote of more than two-thirds (2/3rds) of the members of the Surviving Corporation authorized to vote thereon. Said resolution also authorized the Board of Trustees of the Surviving Corporation to take any and all actions deemed necessary or advisable to effectuate the Plan, and to fulfill all legal requirements relating to the merger.

ARTICLE IV

The Plan was approved by the Senior Pastors of both the Merged Corporation and the Surviving Corporation, and by the District Superintendents of the South Central District of the North Alabama Conference of the United Methodist Church and the Cheaha District of the North Alabama Conference of the United Methodist Church.

ARTICLE V

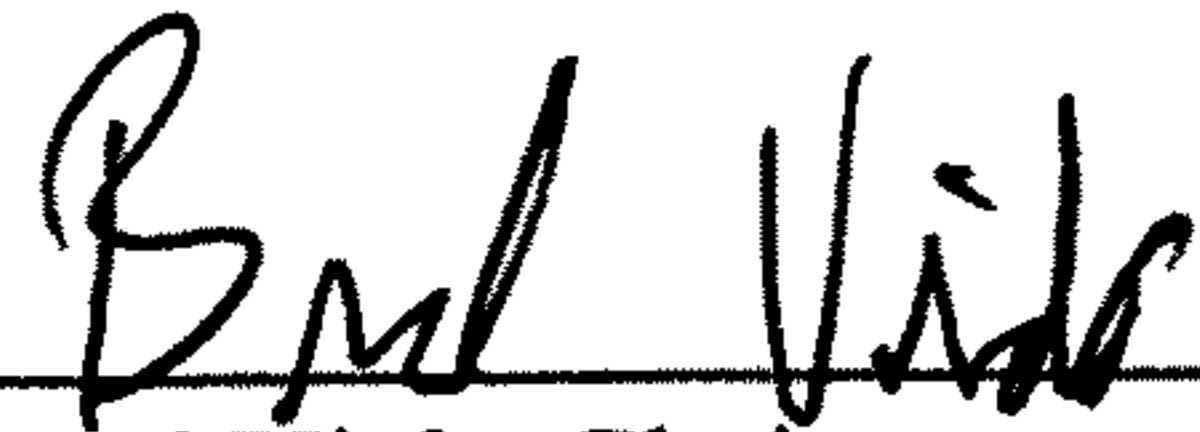
The Certificate of Incorporation of the Merged Corporation was recorded on March 4, 1962, at Corporation Book 6, Page 341 in the Office of the Judge of Probate of Shelby County, Alabama. The Certificate of Incorporation of the Surviving Corporation was recorded on October 15, 2013, at Incorporation Book 2013, Page 1148 in the Office of the Judge of Probate of St. Clair County, Alabama.

Dated: this the 30th day of November, 2017.


20171214000446460 3/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

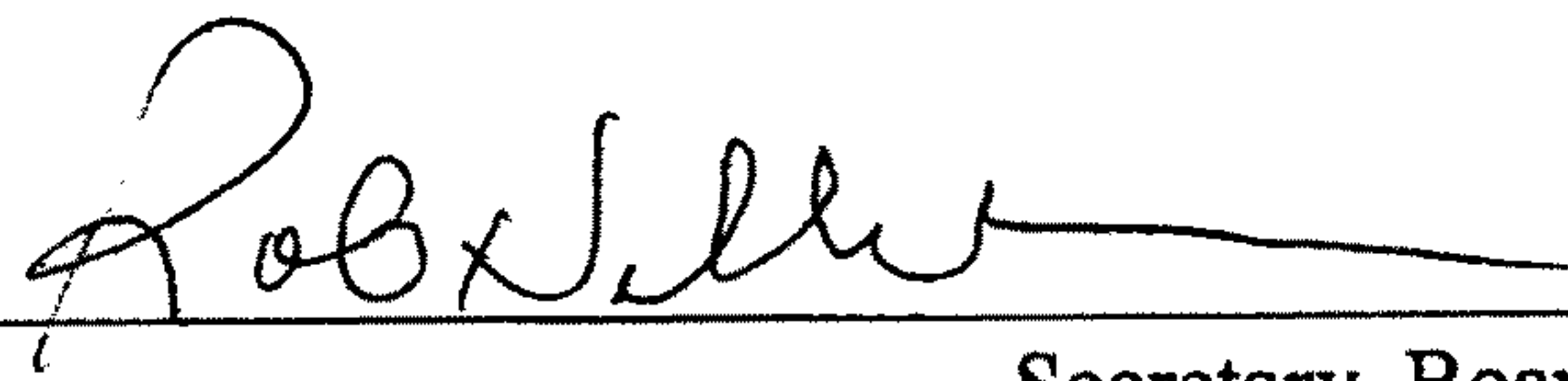
SIGNATURES APPEAR ON FOLLOWING PAGE

**Merged Corporation:
FIRST METHODIST CHURCH OF CALERA,
ALABAMA**



Brad Vick, Chairperson, Board of Trustees

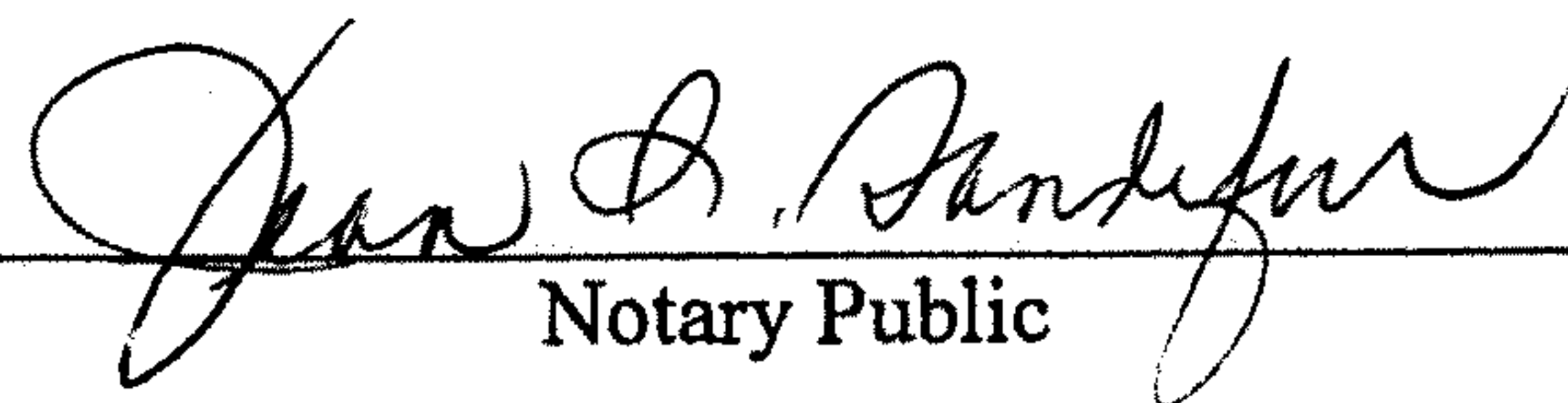
and



_____, Secretary, Board of Trustees

Before me, the undersigned notary public in and for the State of Alabama at large, personally appeared Brad Vick, as Chairperson of the Board of Trustees of First Methodist Church of Calera, Alabama, a nonprofit corporation, who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of First Methodist Church of Calera, Alabama, on the day the same bears date.

Sworn to and subscribed before me on this the 29th day of November, 2017.



Notary Public

[SEAL]

My Commission Expires:

~~MY COMMISSION EXPIRES:~~
November 18, 2018


20171214000446460 4/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

Surviving Corporation:
THE GATHERING PLACE UNITED METHODIST
CHURCH, INC.

Dennis Johnson
Dennis Johnson, Chairperson, Board of Trustees

and

Carol Johnson
Carol Johnson, Secretary, Board of Trustees

Before me, the undersigned notary public in and for the State of Alabama at large, personally appeared Dennis Johnson, as Chairperson of the Board of Trustees of The Gathering Place United Methodist Church, Inc., who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of The Gathering United Methodist Church, Inc., on the day the same bears date.

Sworn to and subscribed before me on this the 21st day of November,
2017.

Michele Miller Smith
Notary Public

[SEAL]

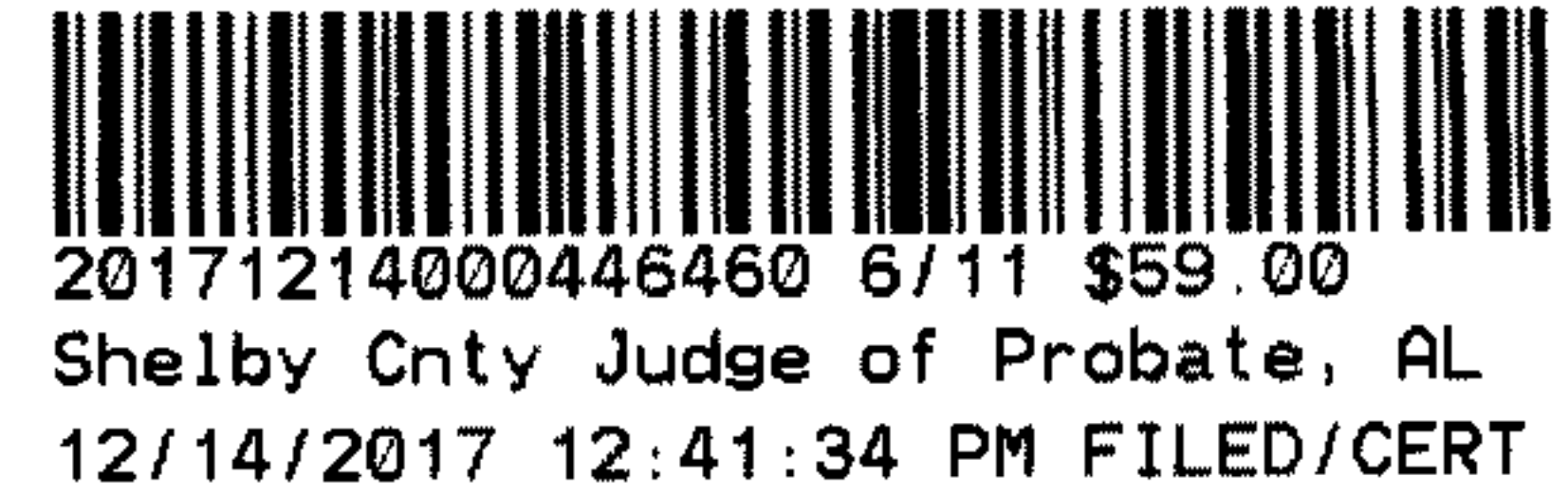
My Commission Expires:




20171214000446460 5/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
merging
FIRST METHODIST CHURCH OF CALERA,
ALABAMA
(an Alabama nonprofit corporation)
into
THE GATHERING PLACE UNITED
METHODIST CHURCH, INC.
(an Alabama nonprofit corporation)



This **Agreement and Plan of Merger** (this “Plan”) is entered into by and between First Methodist Church of Calera, Alabama, an Alabama nonprofit corporation (“Calera”) which shall be the “merged corporation”, and The Gathering Place United Methodist Church, Inc., an Alabama nonprofit corporation (“Gathering Place”) which shall be the “surviving corporation”. Calera and Gathering Place are referred to hereinafter, collectively, as the “Constituent Entities”.

RECITALS

A. The Charge Conferences of each of the Constituent Entities have determined it is desirable and in the best interest of the Constituent Entities that Calera be merged into Gathering Place, with Gathering Place being the surviving entity.

B. For the reasons set forth above, and in consideration of the mutual covenants and promises of this Plan, the Constituent Entities hereby agree, pursuant to Code of Alabama (1975), Section 10A-1-8.02 *et seq.* and 10A-3-5.01 *et seq.*, and pursuant to the *Book of Discipline of the United Methodist Church* (2016) that Calera shall be merged into Gathering Place as a single corporation, and that the terms and conditions of such merger and the method or plan of carrying the merger into effect are as follows:

ARTICLE I

DESIGNATION OF SURVIVING CORPORATION

Upon the effective date of this merger, the legal existence of Calera shall cease and the legal existence of Gathering Place and Calera shall continue under the name “The Gathering Place United Methodist Church, Inc.”. Thereupon, Gathering Place shall be vested with title to all property, real and personal, of Calera, and shall become subject to all of the debts and liabilities of Calera in the same manner as if Gathering Place had itself incurred them. If and as required, Calera shall prepare, execute and deliver such deeds, bills of sale and other instruments of conveyance as shall be necessary or convenient to consummate the merger of the Constituent Entities.

**ARTICLE II
PRINCIPAL OFFICE**


20171214000446460 7/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

The principal place of business of Gathering Place, 635 Park Avenue, Moody, Alabama, 35004, shall remain the principal office of the Constituent Entities following the merger.

**ARTICLE III
TERMS AND CONDITIONS OF MERGER**

The merger will be consummated upon: (a) this Agreement having been approved: (i) by the Charge Conferences of both of the Constituent Entities, (ii) by the Senior Pastors of both of the Constituent Entities, and (iii) by the District Superintendents of the South Central District of the North Alabama Conference of the United Methodist Church and the Cheaha District of the North Alabama Conference of the United Methodist Church, all in the manner prescribed in *The Book of Discipline of the United Methodist Church* (2016), and (b) Articles of Merger of the Constituent Entities having been filed in accordance with Alabama law. The merger will be consummated in accordance with the terms set forth in this Plan.

**ARTICLE IV
CHANGES TO CERTIFICATE OF INCORPORATION OF SURVIVING
CORPORATION**

The Certificate of Incorporation of Gathering Place as in effect on the effective date of the merger, shall be and remain the same, unchanged by the merger.

**ARTICLE V
OFFICERS AND DIRECTORS**

The persons who constitute the members of the governing boards, bodies and committees of Gathering Place on the effective date of the merger shall remain the same and continue unchanged by the merger.

**ARTICLE VI
NO EXTRAORDINARY TRANSACTION**

Prior to the effective date of the merger, neither Gathering Place nor Calera shall engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

**ARTICLE VII
SUBMISSION TO CHARGE CONFERENCES; EFFECTIVE DATE**

This Plan shall be submitted to the Charge Conferences of Calera and Gathering Place in the manner prescribed in *The Book of Discipline of the United Methodist Church* (2016), and the Code of Alabama (1975), Section 10A-1-8.02 *et seq.* and 10A-3-5.01 *et seq.* If the Charge Conferences of Calera and Gathering Place adopt this Plan, and such adoption shall be approved by the Senior Pastors of Calera and Gathering Place, and by the District Superintendents of the South Central District of the North Alabama Conference of the United Methodist Church and

the Cheaha District of the North Alabama Conference, then, subject to the provisions of Article VIII hereof, this Plan shall take effect as the Agreement and Plan of Merger of Calera and Gathering Place as is provided by law.

ARTICLE VIII REVOCATION OF PLAN

Anything to the contrary herein notwithstanding, if the Charge Conference of Calera or Gathering Place should determine, for any legal, financial, economic, business or other reason deemed sufficient by either of them, that it is not in the best interest of the entity which such Charge Conference represents, or that it is otherwise inadvisable or impracticable to consummate the merger, the Charge Conference of that entity may abandon the merger by directing the Chairman of the Board of Trustees of that entity to refrain from executing or filing the Articles of Merger; and thereupon this Plan shall be void and of no effect.

ARTICLE IX EFFECTIVE DATE

The effective date of the merger of the Constituent Entities shall be the date the Articles of Merger, signed by each of the Constituent Entities, are filed in the Office of the Secretary of State of Alabama. Such deeds, bills of sale and other instruments of transfer as may be necessary or appropriate to consummate the transactions contemplated these Articles of Merger shall be prepared, signed and (as necessary) recorded, following the effective date hereof.

ARTICLE X EXECUTION

Calera and Gathering Place, by and through their respective duly authorized officers, have executed this Agreement, to be effective as of the 30th day of November, 2017.

SIGNATURES APPEAR ON FOLLOWING PAGE.


20171214000446460 8/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

**FIRST METHODIST CHURCH OF CALERA,
ALABAMA**

By: Brad Vick
Brad Vick, Chairperson, Board of Trustees

**THE GATHERING PLACE UNITED
METHODIST CHURCH, INC.**

By: _____
Dennis Johnson, Chairperson, Board of Trustees

APPROVED BY:

Gene Lankford
Gene Lankford, Senior Pastor
First Methodist Church of Calera, Alabama

APPROVED BY:

Matt Scott, Senior Pastor
The Gathering Place United Methodist Church, Inc.

APPROVED BY:

William Morgan
William Morgan, District Superintendent
South Central District
North Alabama Conference, United Methodist Church

APPROVED BY:

Clinton Hubbard, District Superintendent
Cheaha District
North Alabama Conference, United Methodist Church

**FIRST METHODIST CHURCH OF CALERA,
ALABAMA**



20171214000446460 10/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

By: _____
Brad Vick, Chairperson, Board of Trustees

**THE GATHERING PLACE UNITED
METHODIST CHURCH, INC.**

By: _____
Dennis Johnson, Chairperson, Board of Trustees

APPROVED BY:

Gene Lankford, Senior Pastor
First Methodist Church of Calera, Alabama

APPROVED BY:

Matt Scott, Senior Pastor
The Gathering Place United Methodist Church, Inc.

APPROVED BY:

William Morgan, District Superintendent
South Central District
North Alabama Conference, United Methodist Church

APPROVED BY:

Clinton Hubbard, District Superintendent
Cheaha District
North Alabama Conference, United Methodist Church

20171214000446460 11/11 \$59.00
Shelby Cnty Judge of Probate, AL
12/14/2017 12:41:34 PM FILED/CERT

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on Dec. 11, 2017

DATE Dec. 11, 2017
J. H. Merrill
Secretary of State