



# Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

REGISTRY NUMBER:

614910-99

FILED  
OCT 30 2018  
OREGON  
SECRETARY OF STATE

For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in **Black Ink**. Attach Additional Sheet if Necessary.

## 1. NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:

ENTITY TYPE:

REGISTRY NUMBER:

DOOR OF HOPE CHURCH

NONPROFIT CORP

614910-99

THE CHURCH AT 321 SE TAYLOR STREET

NONPROFIT CORP

1062948-95

## 2. NAME AND TYPE OF SURVIVING ENTITY: DOOR OF HOPE CHURCH

☐ Check here if there is a name change in the plan of merger.

## 3. OREGON CORPORATION AND LIMITED LIABILITY REQUIREMENT:

☒ Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form or document that includes the Principal Place of Business and Individual with Direct Knowledge.

## 4. SELECT ONE OF THE FOLLOWING:

☒ A copy of the plan of merger is attached.

OR:

☐ The plan of merger is on file at the address of the surviving entity.

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

A copy will be provided upon request to any owner, member or shareholder at no cost.

If the plan of merger amends the articles of organization/incorporation, attach the restated articles of the surviving entity.

☐ State effective date and time in plan of merger if other than when these articles are filed: \_\_\_\_\_

## 5. The plan of merger was duly authorized and approved by each entity that is a party to the merger:

☐ A copy of the vote required by each entity is attached.

OR:

☒ Shareholder approval was not required.

## 6. EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:

Printed Name:

Title:

*James R. Lacy*

JAMES R. LACY

SEC/TREAS/REG AGENT

CONTACT NAME: (To resolve questions with this filing)

JAMES R. LACY

PHONE NUMBER: (Include area code)

971-678-9888

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DOOR OF HOPE CHURCH

61491099-19460379 MER

## AGREEMENT AND PLAN OF MERGER

Between

DOOR OF HOPE CHURCH

And

THE CHURCH AT 3210 SE TAYLOR STREET

This AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into this the 20th day of August, 2018 by and THE CHURCH AT 3210 SE TAYLOR STREET (also known as REDEEMER CHURCH), an Oregon nonprofit corporation Registry Number 1062948-95 (the "Disappearing Corporation"), with and into DOOR OF HOPE CHURCH, an Oregon nonprofit corporation Registry Number 614910-99 (the "Surviving Corporation").

### RECITALS

- A. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Oregon and as such, on the date hereof, possesses the requisite authority to enter into this Agreement.
- B. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Oregon and as such, on the date hereof, possesses the requisite authority to enter into this Agreement.
- C. The officers and boards of both the Disappearing and Surviving Corporations deem it advisable and to the advantage of the Disappearing and Surviving Corporations and their members that the Disappearing Corporation be merged with and into the Surviving Corporation for the purpose of supporting and sustaining the ministry efforts of the Disappearing Corporation and expanding the membership and ministry outreach of the Surviving Corporation. Neither the Disappearing nor the Surviving Corporation are dissolving but are continuing their existence through this merger.
- D. Each of the corporations has adopted the Plan of Merger embodied in this Agreement.

### AGREEMENT

In consideration of the terms hereof, both the Disappearing and Surviving Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

## 1. THE MERGER

### 1.1 THE MERGER

Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), the Disappearing Corporation shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the State of Oregon. The separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation will remain and shall be governed by the laws of the State of Oregon. The post-merger corporation shall be known as DOOR OF HOPE CHURCH.

### 1.2 EFFECTIVE DATE

The Merger shall become effective on the date and at the time of filing of Articles of Merger with the Secretary of State of the State of Oregon, all after satisfaction of the requirements of the applicable laws of Oregon prerequisite to such filings, including without limitation the approval of the governing boards of both Corporations.

### 1.3 CERTIFICATE OF INCORPORATION

On the Effective Date, the Certificate of Incorporation of DOOR OF HOPE CHURCH, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation (i.e. the post-merger church).

### 1.4 BYLAWS

On the Effective Date, the Bylaws of DOOR OF HOPE CHURCH, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the bylaws of the post-merger Surviving Corporation.

#### (a) CHURCH TRUSTEES AND OFFICERS

The officers of the post-merger Surviving Corporation immediately after the Effective Date will be:

Name: Joshua A. White	President
Name: James R. Lacy	Treasurer
Name: James R. Lacy	Secretary

## 2. EFFECT OF THE MERGER

### 2.1 RIGHTS, PRIVILEGES, ETC.

On the Effective Date of the Merger, the post-merger Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of THE CHURCH AT 3210 SE TAYLOR STREET and DOOR OF HOPE CHURCH; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to each of THE CHURCH AT 3210 SE TAYLOR STREET and DOOR OF HOPE CHURCH on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the Surviving Corporation without further act or deed; title to any real estate, or any interest therein vested in THE CHURCH AT 3210 SE TAYLOR STREET and DOOR OF HOPE CHURCH, shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of THE CHURCH AT 3210 SE TAYLOR STREET and DOOR OF HOPE CHURCH shall be preserved unimpaired, and all liens upon the property of THE CHURCH AT 3210 SE TAYLOR STREET and DOOR OF HOPE CHURCH shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thence forth remain with or be attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of said debts, liabilities, obligations and duties had been incurred or contracted by it.

### 2.2 FURTHER ASSURANCES

From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of the Disappearing Corporation deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of the Disappearing Corporation and otherwise to carry out the purposes of the Agreement, and the officers and/or directors of the Surviving Corporation are fully authorized in the name and on behalf of the Disappearing Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

## 3. GENERAL

### 3.1 ABANDONMENT

At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the officers of THE CHURCH AT 3210 SE TAYLOR STREET or DOOR OF HOPE CHURCH or both, except that such

act shall require the approval of the board of whichever entity's officers seek to so terminate and abandon.

### 3.2 AMENDMENT

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the governing board of THE CHURCH AT 3210 SE TAYLOR STREET or DOOR OF HOPE CHURCH or both.

### 3.3 GOVERNING LAW

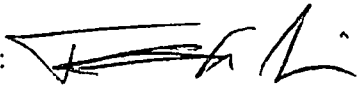
This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Oregon.

### 3.4 COUNTERPARTS

In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

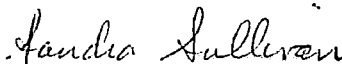
IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first written.

THE CHURCH AT 3210 SE TAYLOR STREET, a Oregon nonprofit corporation

By: 

Printed Name: Timothy A. Smith

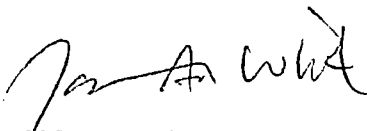
Title: Pastor  
Board Member

By: 

Printed Name: Sandra Sullivan

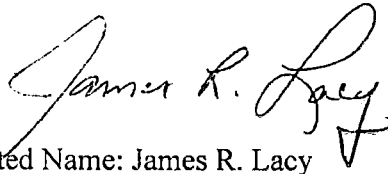
Title: Board Member  
Registered Agent

DOOR OF HOPE CHURCH, a Oregon nonprofit corporation

By: 

Printed Name: Joshua A. White

Title: President

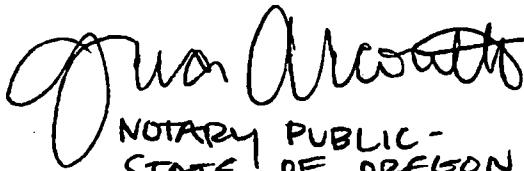
By: 

Printed Name: James R. Lacy

Title: Secretary/Treasurer

STATE OF OREGON  
COUNTY OF MULTNOMAH

THIS RECORD WAS ACKNOWLEDGED BEFORE ME ON  
August 20, 2018 by JAMES R. LAU, Joshua White,  
SANDRA SULLIVAN and TIMOTHY SMITH.

  
NOTARY PUBLIC -  
STATE OF OREGON



## **EXHIBIT A**

### **Minutes of Meeting of the Board of Directors**

A meeting of the Board of THE CHURCH AT 3210 SE TAYLOR STREET (hereinafter at various times the "Church"), an Oregon nonprofit corporation Registry Number 1062948-95 and its principal office at 3210 SE Taylor St, Portland, OR 97214 was duly called and held on the 19th day of July, 2018, with a quorum present.

The meeting was called to order and the issue of approving and adopting Articles of Merger and Agreement and Plan of Merger wherein the Church and DOOR OF HOPE CHURCH, would merge was discussed. Thereafter, it was duly moved that the following resolution be adopted:

**WHEREAS**, the Church has called a meeting of the Board in accordance with its bylaws; and

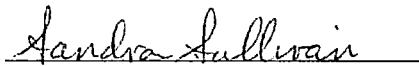
**WHEREAS**, the Church is subject to Oregon State laws and regulations as a domestic corporation organized under the laws of the State of Oregon; and

**WHEREAS**, the State of Oregon's Nonprofit Corporation Act requires a special procedure to dispose of all, or substantially all, the property and assets of a corporation, if not in the ordinary course of business. The Act requires a sale or other disposition to be authorized by a majority vote of its directors then in office (where members do not have voting rights with regards to the question);

**NOW THEREFORE, BE IT RESOLVED** that the Church does hereby approve and adopt Articles of Merger merging with DOOR OF HOPE CHURCH, wherein the Church is the disappearing corporation and in so doing hereby approves of the disposition of all of its property and assets.

**BE IT FURTHER RESOLVED** that the following Church members Timothy A. Smith and Sandra Sullivan hereby are authorized and directed to sign on behalf of the Church all documents necessary to effectuate this resolution.

The resolution was seconded and following discussion the foregoing resolution was adopted by a vote of 8 in favor and 0 opposed.



Board Member/Registered Agent,  
THE CHURCH AT 3210 SE TAYLOR STREET

614910-99

## **EXHIBIT B**

### **Minutes of Special Meeting**

A meeting of the Board of DOOR OF HOPE CHURCH (hereinafter at various times the "Church"), an Oregon nonprofit corporation Registry Number 614910-99 and its principal office at 3517 NE 9th Avenue, Portland, OR 97212 was duly called and held on the 4th day of August, 2018, with a quorum present.

The meeting was called to order and the issue of approving and adopting Articles of Merger and Agreement and Plan of Merger wherein the Church and THE CHURCH AT 3210 SE TAYLOR STREET, would merge was discussed. Thereafter, it was duly moved that the following resolution be adopted:

**WHEREAS**, the Church has called a meeting of the Board in accordance with its bylaws; and

**WHEREAS**, the Church is subject to Oregon State laws and regulations as a domestic corporation organized under the laws of the State of Oregon; and

**WHEREAS**, the State of Oregon's Nonprofit Corporation Act requires a special procedure to dispose of all, or substantially all, the property and assets of a corporation, if not in the ordinary course of business. The Act requires a sale or other disposition to be authorized by a majority vote of its directors then in office (where members do not have voting rights with regards to the question);

**NOW THEREFORE, BE IT RESOLVED** that the Church does hereby approve and adopt Articles of Merger merging with THE CHURCH AT 3210 SE TAYLOR STREET, wherein the Church is the surviving corporation, and in so doing hereby approves the acceptance of all of the property and assets of THE CHURCH AT 3210 SE TAYLOR STREET transferred in accordance with state law.

**BE IT FURTHER RESOLVED** that the following Church members Joshua A. White and/or James R. Lacy hereby are authorized and directed to sign on behalf of the Church all documents necessary to effectuate this resolution.

The resolution was seconded and following discussion the foregoing resolution was adopted by a vote of 7 in favor and 0 opposed.

  
Secretary,

DOOR OF HOPE CHURCH