

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **05/10/2017**. Attached is a true and correct copy of the said filing.

Surviving Entity:

Friendship Baptist LLC, a Domestic Limited Liability Company

Nonsurviving Entity/Entities:

FRIENDSHIP CENTER, INC., a Domestic Nonprofit Corporation

WITNESS my hand and official seal in the City of
Atlanta and the State of Georgia on 05/10/2017




Brian P. Kemp
Secretary of State

ARTICLES OF MERGER

**REGARDING THE MERGER OF FRIENDSHIP CENTER, INC., A GEORGIA
NONPROFIT CORPORATION, WITH AND INTO FRIENDSHIP BAPTIST LLC, A
GEORGIA LIMITED LIABILITY COMPANY**

(Pursuant to Article 11 of the Georgia Nonprofit Corporation Law)

1. These Articles of Merger are filed by Friendship Baptist LLC, a Georgia limited liability company. It is the surviving entity of the merger of Friendship Center, Inc., a Georgia nonprofit corporation, with and into Friendship Baptist LLC.

2. The Plan and Agreement of Merger adopted and executed by both entities is attached as Exhibit A to these Articles.

3. Neither party to the merger has members that are required to approve the merger.

4. The Boards of both the merging corporation and of the surviving entity approved the merger by a sufficient vote.

5. No other person was required to approve the merger.

6. The request for publication of a notice of filing the Articles of Merger and payment therefor will be made by Friendship Baptist LLC as the surviving entity as required by O.C.G.A. section 14-3-1104.1(b).

DULY EXECUTED and delivered by Friendship Baptist LLC, the surviving entity in the merger, through the actions of its duly authorized officers, this 1st day of May, 2017.

FRIENDSHIP BAPTIST LLC
(A Georgia limited liability company):

By: _____

Its: Chief Executive Officer

2017 MAY 10 AM 11:18

SECRETARY OF STATE
CORPORATIONS DIVISION

EXHIBIT A

**PLAN AND AGREEMENT OF MERGER PURSUANT TO WHICH
FRIENDSHIP CENTER, INC., A GEORGIA NONPROFIT CORPORATION,
MERGES WITH AND INTO FRIENDSHIP BAPTIST LLC,
A GEORGIA LIMITED LIABILITY COMPANY THAT IS WHOLLY OWNED BY
FRIENDSHIP BAPTIST CHURCH, A GEORGIA NONPROFIT CORPORATION**

(Pursuant to Article 11 of the Georgia Nonprofit Corporation Law)

THIS PLAN AND AGREEMENT OF MERGER (the "Merger Plan and Agreement") by and between Friendship Center, Inc. ("Center" or the "Merging Corporation"), and Friendship Baptist LLC ("FB LLC" or the "Surviving Entity," and together with the Merging Corporation, the "Constituent Entities") and by which Center and FB LLC, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows with respect to the merger of Center with and into FB LLC (the "Merger"):

1. Corporate Approvals. The Boards of Directors of both the Surviving Entity and of the Merging Corporation have each adopted and approved this Merger Plan and Agreement, and neither of the Constituent Entities has any members or other persons who are required to approve this Merger Plan and Agreement.

2. The Merger and Surviving Entity. In accordance with the terms of this Merger Plan and Agreement and the applicable law of the State of Georgia: (a) the Surviving Entity shall file with the Secretary of State of the State of Georgia (i) this Merger Plan and Agreement and (ii) Articles of Merger, and (c) at the Effective Time (as defined below), Center shall be merged with and into FB LLC, and FB LLC shall be the Surviving Entity after the Merger and it shall continue to exist as a limited liability company created and governed by the laws of the State of Georgia under the name of Friendship Baptist LLC, and is and shall remain wholly owned and

controlled by Friendship Baptist Church, a Georgia nonprofit corporation and a public charity under IRC sections 170(b)(1)(A)(i) and 501(c)(3).

3. Effective Time. The Merger shall be effective as of the date of filing the Articles of Merger with the Secretary of State of the State of Georgia (the "Effective Time").

4. Effect of Merger. At the Effective Time: (a) the Merging Corporation shall merge with and into the Surviving Entity; (b) the separate existence of the Merging Corporation shall cease; and (c) the Merger shall otherwise have the effect provided under the applicable laws of the State of Georgia. There are no members or shareholders of the Merging Corporation and so there will be no conversion of any interests in the Merging Corporation into interests in the Surviving Entity. The sole member of the Surviving Entity is Friendship Baptist Church, and the Surviving Entity shall have the same sole member after the Merger.

5. Articles of Organization and Operating Agreement. Both the Articles of Organization of the Surviving Entity and its Operating Agreement, as in effect at the Effective Time, shall continue to be the Surviving Entity's Articles of Organization and its Operating Agreement immediately after the Effective Time.

6. Directors and Officers. The persons who are the directors and officers of the Surviving Entity immediately prior to the Effective Time shall continue to be the Surviving Entity's directors and officers at and after the Effective Time until changed in accordance with the Surviving Entity's Operating Agreement and applicable law.

7. Amendment; Termination and Abandonment. This Merger Plan and Agreement may be modified or amended in any manner at any time and from time to time prior to the filing of Articles of Merger with the Secretary of State of the State of Georgia by the Surviving Entity.

Any modification or amendment to this Merger Plan and Agreement must be made in writing and executed by the Constituent Entities. This Merger Plan and Agreement may also be terminated and the Merger abandoned at any time prior to the filing of Articles of Merger with the Secretary of State of Georgia by action taken by the Board of Directors of the Surviving Entity without any action by the Merging Corporation.

8. Further Assurances. Upon the execution of this Merger Plan and Agreement and thereafter, the Merging Corporation and the Surviving Entity each agree to do such things as may be reasonably requested by the other in order to consummate more effectively or document the transactions contemplated by this Merger Agreement or otherwise to carry out the purposes of this Merger Agreement. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Entity, in accordance with the terms of this Merger Plan and Agreement, the title of any property or rights of the Merging Corporation, then the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Entity shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Entity.

9. Number; Gender; Captions; Certain Definitions. Whenever the context so requires, the singular number includes the plural, the plural includes the singular, and the gender of any pronoun includes the other genders. Titles and captions of or in this Merger Plan and Agreement are inserted only as a matter of convenience and for reference and in no way affect the scope of this Merger Plan and Agreement or the intent of its provisions.

10. Governing Law. This Merger Plan and Agreement is governed by, and shall be construed and enforced in accordance with, the laws of the State of Georgia.

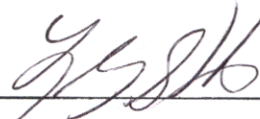
11. Plan of Merger. This Merger Plan and Agreement shall constitute the "plan of merger" for purposes of the Georgia Nonprofit Corporation Law.

DULY EXECUTED and delivered by each of the Constituent Entities, through the actions of their duly authorized officers, this 1st day of May, 2017.

SURVIVING ENTITY:

FRIENDSHIP BAPTIST LLC

(A Georgia limited liability company):

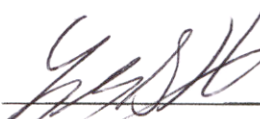
By: 

Its: Chief Executive Officer

MERGING CORPORATION:

FRIENDSHIP CENTER, INC.

(A Georgia nonprofit corporation):

By: 

Its: President

2017 MAY 10 AM 11:18
SECRETARY OF STATE
CORPORATIONS DIVISION