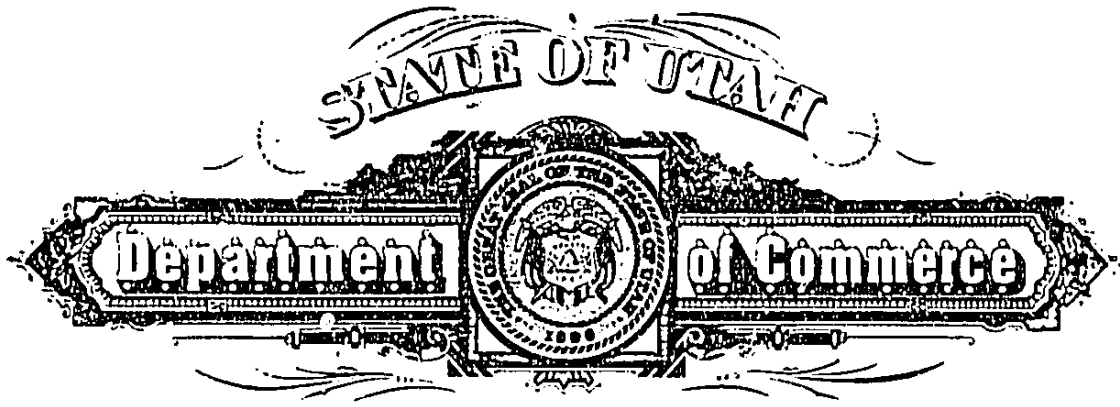


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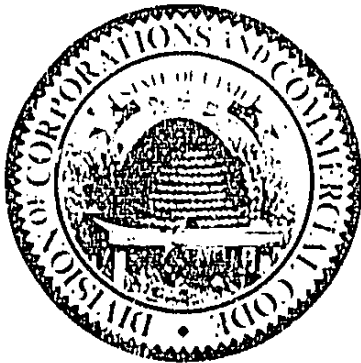
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT the attached is a true, correct, and complete copy of *Articles of Merger* of

SONRISE BAPTIST CHURCH

and the endorsements thereon, as the same is taken from and compared with the original filed in the office of the Division on *March 1, 1994*, and now remaining on file and of record therein.

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 106531*



Dated this 11th day
of May, 19 94.

Korla S. Woods

Korla T. Woods
Director, Division of
Corporations and Commercial Code

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106531
#A042413

I hereby certify that the foregoing has been filed
and approved on the 13 day of 10 1994
in the office of this Division and hereby issue
this Certificate thereof.

**ARTICLES OF MERGER OF VALLEY WEST BAPTIST CHURCH
INTO SONRISE BAPTIST CHURCH**

Examiner: _____ Date: 10/13/94



Valley West Baptist Church and Sonrise Baptist Church, corporations organized under the Utah Non-Profit Corporation and Co-operative Associations Act (the "Act"), hereby execute the following Articles of Merger pursuant to Section 16-6-57 of the Act:



ARTICLE I.

The names of the corporations proposing to merge and the date of incorporation of such corporations are as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
Valley West Baptist Church CO 042473	July 30, 1964
Sonrise Baptist Church CO 106531	November 3, 1983

ARTICLE II.

The name of the surviving corporation is Sonrise Baptist Church.

ARTICLE III.

The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of Sonrise Baptist Church, as amended by the Agreement and Plan of Merger attached hereto as Attachment A (the "Plan of Merger").

ARTICLE IV.

The Plan of Merger was approved and adopted in the manner prescribed by the Act on February 27, 1994, at a duly held meeting of the members of Valley West Baptist Church, at which meeting a quorum was present, by at least a two-thirds majority vote of the members present at such meeting or represented by proxy.

ARTICLE V.

The Plan of Merger was approved and adopted in the manner prescribed by the Act on February 27, 1994, at a duly held meeting of the members of Sonrise Baptist Church, at which meeting a quorum was present, by at least a two-thirds majority vote of the members present at such meeting or represented by proxy.

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ARTICLE VI.

Valley West Baptist Church and Sunrise Baptist Church have complied with all applicable provisions of the law of the State of Utah relating to the merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its behalf on this 28th day of February, 1994.

VALLEY WEST BAPTIST CHURCH

SONRISE BAPTIST CHURCH

By: Fred Taylor

By: Daniel Lagoon

Name: Fred Taylor

Name: Daniel Lagoon

Its: Trustee

Its: Trustee

ATTEST:

ATTEST:

By: Debbie McKellar

By: Nanette Ririe

Name: Debbie McKellar

Name: Nanette Ririe

Its: Church Clerk

Its: Church Clerk

STATE OF UTAH)

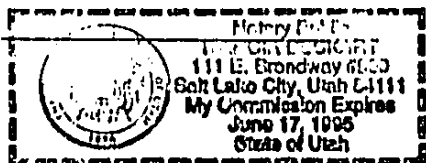
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COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 28th day of February, 1994, by Fred Taylor and Debbie McKellar, a Trustee and the Church Clerk, respectively of VALLEY WEST BAPTIST CHURCH, a corporation, on behalf of the corporation.

My Commission Expires:

Marion Deckert
NOTARY PUBLIC
Residing at Salt Lake County, Ut



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STATE OF UTAH

)

COUNTY OF SALT LAKE

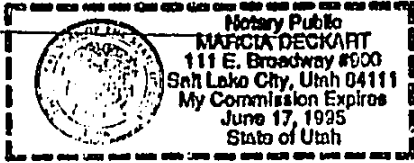
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)

The foregoing instrument was acknowledged before me this 28th day of February, 1994, by Daniel Lagoon and Nanette Ririe, a Trustee and the Church Clerk, respectively of SONRISE BAPTIST CHURCH, a corporation, on behalf of the corporation.

My Commission Expires:

Marcia Deckart
NOTARY PUBLIC
Residing at Salt Lake County, Ut



ATTACHMENT A

PLAN AND AGREEMENT OF MERGER OF VALLEY WEST BAPTIST CHURCH INTO SONRISE BAPTIST CHURCH

THE PROPOSED MERGER

1. *Merger.* Valley West Baptist Church shall be merged into Sonrise Baptist Church in accordance with all applicable provisions of the Utah Nonprofit Business Corporation and Co-operative Association Act. Upon such merger, the separate existence of Valley West Baptist Church shall cease, and Valley West Baptist Church and Sonrise Baptist Church shall become a single corporation.
2. *Surviving Corporation.* Sonrise Baptist Church shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Sonrise Baptist Church shall continue unaffected by the merger.
3. *Legal Effect of the Merger.* The surviving corporation, Sonrise Baptist Church, shall upon the effective date of the merger and thereafter,
 - (a) Possess all of the rights, privileges, powers, immunities and franchises of a public and of a private nature, of each of Valley West Baptist Church and Sonrise Baptist Church, and all property (real, personal and mixed) and every other interest ever belonging to or due to each of Valley West Baptist Church and Sonrise Baptist Church; title to all real estate, or any interest therein, vested in Valley West Baptist Church (including the land and church building located at 3550 South 4400 West, West Valley City, Utah) shall not revert or be in any way impaired by reason of the merger; and
 - (b) Become and be subject to and responsible and liable for all of the debts, obligations, restrictions, disabilities, duties and liabilities of each of Valley West Baptist Church and Sonrise Baptist Church, and neither the rights of creditors nor any liens upon the property of either of Valley West Baptist Church or Sonrise Baptist Church will be impaired by the merger.

TERMS AND CONDITIONS OF THE PROPOSED MERGER

1. *Constitution and Bylaws.* The Constitution and By-Laws of Sonrise Baptist Church as existing and constituted immediately prior to the effective date of the merger shall be and constitute the Constitution and By-Laws of the surviving corporation, Sonrise Baptist Church.

2. *Trustees and Officers.* The duly qualified and acting Trustees of Valley West Baptist Church and Sonrise Baptist Church immediately prior to the effective date of the merger shall be the Trustees of the surviving corporation. Immediately after consummation of the merger, the following shall constitute the Trustees and Officers of the surviving corporation:

Trustees

Kelvin M. Box
6892 S. Willowpond Way
West Jordan, Utah 84084

Daniel M. Lagoon
3297 W. 6775 S.
West Jordan, Utah 84084

Ronald E. Foster
6268 S. Balsa Circle
West Jordan, Utah 84084

Fred Taylor
3668 S. 4485 W.
West Valley City, Utah 84120

Officers

Joanna Ballew
Debbie McKellar
Judy Burrows
Nanette Ririe

Treasurer
Clerk
Financial Secretary
Sunday School Superintendent

3. *Registered Agent.* The Registered Agent of the surviving corporation shall be:

Donald F. Stone
6649 S. Verano Circle
West Jordan, Utah 84084

4. *Pastor.* The Pastor of the surviving corporation shall be the Pastor of Sonrise Baptist Church.
5. *Membership.* All members in good standing of Valley West Baptist Church and all members in good standing of Sonrise Baptist Church shall be members of the surviving corporation, Sonrise Baptist Church.
6. *Principal Office.* The principal office and mailing address of the surviving corporation shall be at the present site of Valley West Baptist Church, 3550 S. 4400 W., West Valley City, Utah.
7. *Assets and Liabilities.* All of the assets and liabilities of Valley West Baptist Church and of Sonrise Baptist Church (including the land and church building along with its contents, located at 3550 S. 4400 W. in West Valley City, Utah) shall be assumed by the surviving corporation, Sonrise Baptist Church.

8. *Bank Accounts.* The bank accounts of Valley West Baptist Church shall be consolidated with and transferred to the bank accounts of the surviving corporation, Sonrise Baptist Church, within 30 days after the effective date of the merger.
9. *Effective Date.* The merger of Valley West Baptist Church into Sonrise Baptist Church will be effective upon the filing of articles of merger with and the issuance of a certificate of merger by the Division of Corporations and Commercial Code of the State of Utah, which shall be on or about March 1, 1994.

CHANGES IN THE ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION.

The following changes and additions to the Articles of Incorporation of Sonrise Baptist Church will be put into effect upon the merger:

1. **Article IV** is amended to read as follows:

The membership of this corporation shall consist of those persons who have confessed Jesus Christ as Lord and Savior, have publicly testified to their faith in the ordinance of Believer's Baptism by immersion following conversion, have expressed agreement with (and thereby agree to be governed by) the Constitution and By-Laws of this church, and who are seeking to live a life set apart unto Jesus Christ, and who have been duly received into membership by a majority of the church present at a regularly scheduled meeting of the church.

2. **Article IX** is amended to read as follows:

The name and address of this corporation's registered agent is:

Donald F. Stone
6649 S. Verano Circle
West Jordan, Utah 84084.

The principal office and mailing address of this corporation is:

3550 S. 4400 W.
West Valley City, Utah 84120

3. A new **Article X** is added following **Article IX** to read as follows:

To the fullest extent permitted by the Utah Nonprofit Corporation and Co-operative Association Act as now in effect or as it may hereafter be amended, a trustee or officer of this corporation shall be indemnified by this corporation against expenses actually and necessarily incurred by him in connection with the defense of any action,

suit or proceeding in which he is made a party by reason of being or having been such trustee or officer. No amendment to or repeal of this Article X shall apply to or have any effect on the indemnification of any trustee or officer of this corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment or repeal.

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06/01/94 10:04 AM 24.00
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
SONRISE BAPTIST CHURCH
3550 S 4400 W WVC, UT 84120
REC BY:D KILPACK ,DEPUTY - WI