

GOOD SHEPHERD UNITED METHODIST CHURCH WEST PALM BEACH

RESOLUTIONS OF THE CHURCH CONFERENCE APPROVING PLAN OF MULTI-SITE MINISTRY/MERGER WITH COMMUNITY OF HOPE, A UNITED METHODIST CONGREGATION, LOXAHATCHEE, FLORIDA

WHEREAS, the GOOD SHEPHERD UNITED METHODIST CHURCH WEST PALM BEACH (“Good Shepherd UMC”) operated by the GOOD SHEPHERD UNITED METHODIST CHURCH, INC., a Florida not for profit corporation, currently located at 2341 S. Military Trail, West Palm Beach, FL 33415, has served the West Palm Beach area for many years; and

WHEREAS, notwithstanding the diligent support and assistance of the Atlantic Central District and the Florida Conference of the United Methodist Church, Good Shepherd UMC has struggled in sustainable ministry and mission as a regular congregation of the Atlantic Central District of the Florida Conference which makes it impractical for Good Shepherd UMC to continue in its current form; and

WHEREAS, Reverend Dr. Gary A. Spencer., District Superintendent of the Atlantic Central District of the Florida Conference of the United Methodist Church, has recommended multi-site ministry through the merger of Good Shepherd UMC with COMMUNITY OF HOPE, A UNITED METHODIST CONGREGATION, LOXAHATCHEE, FLORIDA (“Community of Hope UMC”) operated by Community of Hope, A United Methodist Congregation, Inc., a Florida not for profit corporation (the “Community of Hope Corporate Entity”), provided the merger is consummated on or before July 1, 2017; and

WHEREAS, after much discussion, assessment and prayer, the church leadership of each church believes that God’s Kingdom and the members of Good Shepherd UMC would be better served by Good Shepherd UMC joining together in multi-site ministry by being adopted by and merged with Community of Hope UMC, resulting in the members of Good Shepherd UMC becoming stronger and more effective in ministry to the surrounding community and fulfilling the mission of the United Methodist Church, as a result of the additional resources provided by the merger with Community of Hope UMC; and

WHEREAS, in accordance with the requirements of ¶2546 of *The Book of Discipline of the United Methodist Church 2016* (“The Book of Discipline”), the plan of multi-site ministry hereinafter described (the “Plan of Multi-Site Ministry/Merger”) pursuant to which Good Shepherd UMC would merge into Community of Hope UMC, is hereby proposed to the church conference of Good Shepherd UMC:

Plan of Multi-Site Ministry/Merger

1. That the ministries, operation, assets and resources of Good Shepherd UMC be merged with and become a part of Community of Hope UMC (the “Merger”) no later than July 1, 2017 or such later date to which it is extended by the District Superintendent (“Merger Deadline”), with the church and related

facilities of Good Shepherd UMC thereafter being known as Community of Hope, a United Methodist Congregation, Campus.

2. The legal mechanics of the Merger shall be accomplished by a transfer, conveyance and assignment of all of the property, assets and rights of Good Shepherd UMC to Community of Hope Corporate Entity from GOOD SHEPHERD UNITED METHODIST CHURCH, INC., a Florida not for profit corporation (the “Good Shepherd UMC Corporate Entity”) and the Board of Trustees of Good Shepherd UMC, including but not limited to the real property and improvements located at 2341 S. Military Trail, West Palm Beach, Florida 33415 (the “Good Shepherd UMC Campus”) and the parsonage located at 7600 Oakmont, Lake Worth, FL 33467 (the “Good Shepherd UMC Parsonage”).

4. The Plan of Multi-Site Ministry/Merger must be approved by the church conference of each of Good Shepherd UMC and Community of Hope UMC, in order for the Merger to be effected.

5. The merger must be approved by the District Superintendent of the Atlantic Central District of the Florida Conference of the United Methodist Church, in which the merging churches are located.

6. The membership records of Good Shepherd UMC shall be retained as historical documents, and the current membership list of Good Shepherd UMC shall be merged into the membership list of Community of Hope UMC to form one master record.

7. All archives and records of Good Shepherd UMC shall become the responsibility of Community of Hope UMC as the successor church.

WHEREAS, the members of Good Shepherd UMC have been duly notified of this special meeting of the church conference and the purposes thereof, which meeting has been duly authorized to be held and called in accordance with *The Book of Discipline*.

NOW, THEREFORE, the church conference of Good Shepherd UMC, duly called and convened, hereby approves the following:

Multi-Site Ministry/Merger Approval

BE IT RESOLVED, that Good Shepherd UMC be adopted by, and merged with Community of Hope UMC in accordance with the terms of the Plan of Multi-Site Ministry/Merger; and the Plan of Multi-Site Ministry/Merger is hereby approved, authorized and ratified in all respects; and

FURTHER RESOLVED, that the execution, delivery, and performance of the documents necessary to carry out and effectuate the Merger, including but not limited to such deeds, bills of sale, assignments, instruments of transfer, affidavits and any and all other ancillary documents or instruments as may be deemed necessary or proper to carry out and effectuate the Merger and the terms of the Plan of Multi-Site Ministry/Merger (collectively, the “Merger Documents”), is hereby approved and authorized in all respects; and

FURTHER RESOLVED, that upon approval in writing of the Merger and Plan of Multi-Site Ministry/Merger by the District Superintendent:

(a) any two (2) officers of Good Shepherd UMC (each an “Authorized Officer” and together, the “Authorized Officers”), are authorized and directed, in the name and on behalf of Good Shepherd UMC, to execute the Merger Documents and such other agreements as the leadership of Good Shepherd UMC deems necessary or advisable, in such form and content as the leadership and Authorized Officers shall consider necessary or appropriate (execution of the Merger Documents and other agreements by the Authorized Officers will constitute conclusive evidence that the form and content of such documents were deemed necessary or appropriate by the leadership and Authorized Officers); and

(b) the Trustees of Good Shepherd UMC are authorized and directed, in the name and on behalf of Good Shepherd UMC, to execute any deeds, affidavits, bills of sale or other instruments necessary to transfer legal title to any property and assets which are currently vested in the Trustees of Good Shepherd UMC; and

(c) the Authorized Officers are authorized, empowered and directed to do any and all acts and things as may be deemed necessary or proper to effect the Merger;

FURTHER RESOLVED, that to the extent that the leadership and Authorized Officers of Good Shepherd UMC have already undertaken any act or thing described above with respect to the Merger and Plan of Multi-Site Ministry/Merger, such action is ratified, authorized, and approved in all respects; and

General

FURTHER RESOLVED, that the leadership of Good Shepherd UMC, the officers and directors of the Good Shepherd UMC Corporate Entity, and the Trustees of Good Shepherd UMC, are authorized, empowered and directed to do any and all acts and things necessary or appropriate to (i) transfer the property and assets of Good Shepherd UMC, however titled, as

required by the foregoing resolutions, (ii) otherwise carry out all procedures described in *The Book of Discipline*, and (iii) accomplish all of the intent of such resolutions.

FURTHER RESOLVED, that the officers and trustees referred to in the foregoing resolutions are listed on Exhibit A attached hereto.

[SIGNATURES CONTAINED ON FOLLOWING PAGE]