

STATEMENT OF MERGER

OF

HILL CITY CHURCH, INC.

An Idaho non-profit corporation and to be the surviving corporation of this merger

AND

CAPITOL CITY CHRISTIAN CHURCH, INC.

An Idaho non-profit corporation and to be the non-surviving corporation of this merger

Pursuant to Idaho Code § 30-22-205 (the "Act"), the domestic nonprofit corporations herein named do hereby submit the following Statement of Merger.

FIRST: The summary of the Plan of Merger is as follows:

A. **Constituent Corporations; Surviving Corporation.** The corporations proposing to merge are Hill City Church, Inc., an Idaho nonprofit corporation (the "Hill City" or the "Surviving Corporation") and Capitol City Christian Church, Inc., an Idaho nonprofit corporation (the "Capitol City" or the "Merging Corporation"). Capitol City proposes to merge with and into the Hill City as the Surviving Corporation in such transaction (the "Merger").

B. **Terms and Conditions of the Merger.**

1. **General Effects of the Merger.** At the Effective Date (as defined below), all of the property of the Capitol City shall vest in Hill City, and all liabilities of the Capitol City shall become the liabilities of Hill City.

2. **Governing Documents.** The Articles and Bylaws of the Surviving Corporation shall be as attached hereto as Exhibits A and B, and shall continue to govern the Surviving Corporation following the completion of the Merger.

3. **Directors and Officers.** The directors and officers of the Surviving Corporation shall operate in conformity with the Bylaws of the Surviving Corporation as attached in Exhibit B. Following the completion of the Merger, the new Board of Directors of the Surviving Corporation shall initially be comprised of:

- Josh Branham, President, 7962 W. Rygate Ct. Boise, ID 83714
- Jacob Wright, Vice President, 8015 W. Whittaker St. Boise, ID 83714
- David Davolt, Director, 5740 North Oasis Dr. Boise, ID 83714
- Steven Norris 5399 N. Liverpool Ave., Boise, ID, 83714
- Art Freund, 10327 W. Lupine St. Boise, ID 83704
- Mike Gleason, Treasurer, P.O. Box 1393 Eagle, ID 83616
- Jackson Goss, Director, 1825 Lemhi St., Boise, ID 83705

C. **Membership Approval.** The membership of the Merging Corporation has approved the Merger in the manner required under the Articles of Incorporation and the Bylaws of the Merging Corporation. The Surviving Corporation is a non-membership entity.

D. **Approvals.**

1. The Plan of Merger was approved by two-thirds majority congressional vote of the Capitol City Christian Church at a meeting on October 18, 2020.

2. The Plan of Merger was approved by the Board of Directors of the Hill City Church at a meeting on September 22, 2020.

E. **Effective Date of the Merger.** The Merger shall be effective at 11:59PM on December 31, 2020.

Executed and deemed effective as of December 31, 2020, by the undersigned, duly authorized officers.

HILL CITY CHURCH, INC.
an Idaho nonprofit corporation and to be the surviving corporation of this merger

By: 

Name: Josh Branham
Title: President

CAPITOL CITY CHRISTIAN CHURCH, INC.
an Idaho nonprofit corporation and to be the non-surviving corporation of this merger

By: 

Name: David Davolt
Title: Authorized Board Member