

**The Church of the Truth
Unity Spiritual Center of North Idaho, Inc.
Statement of Merger**

THIS STATEMENT OF MERGER ("Statement") is made effective the date of filing with the Idaho Secretary of State and is by and between "The Church of the Truth," an Idaho religious non-profit corporation doing business as "The Center of Spiritual Growth" with a physical address of 9428 N. Government Way, Hayden, ID 83835, and "Unity Spiritual Center of North Idaho, Inc." an Idaho religious non-profit corporation, located at 4465 N. 15th Street, Coeur d' Alene, ID 83815.

The entities have been operating together successfully pursuant to a Letter of Intent and wish to formalize the merger of their respective congregations and staff. On completion of the merger, The Center of Spiritual Growth will be dissolved leaving Unity Spiritual Center of North Idaho, Inc. as the surviving religious non-profit corporation which will be known as "Unity Center of Spiritual Growth, Inc." after the merger is complete. The surviving religious non-profit corporation will be registered in the State of Idaho and maintain its association with Unity Worldwide Ministries.

RECITALS

Merging entity:

"Unity Spiritual Center of North Idaho, Inc." is a religious non-profit corporation duly organized, validly existing, and in good standing under the laws of the State of Idaho. The current officers of the merging entity and their addresses are as follows:

President:	Donna Hodge	4465 N. 15 th Street, Coeur d' Alene, ID 83815
Vice President:	Cheryl Kirby	4465 N. 15 th Street, Coeur d' Alene, ID 83815
Treasurer:	Tami Savage	4465 N. 15 th Street, Coeur d' Alene, ID 83815
Secretary:	Roy Ely	4465 N. 15 th Street, Coeur d' Alene, ID 83815

Dissolving entity:

"The Church of the Truth," DBA "The Center of Spiritual Growth" is a religious non-profit corporation duly organized, validly existing, and in good standing under the laws of the State of Idaho. The current officers of the dissolving entity are as follows:

President:	Cheryl Kirby
Secretary:	Donna Smith
Treasurer:	Donna Hodge

MERGER

Surviving Business Entity:

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, The Church of Truth", DBA "The Center of Spiritual Growth" and "Unity Spiritual Center of North Idaho, Inc." shall be merged with and into surviving a entity under the laws of the state of Idaho. As a result of the Merger, the separate corporate existence of "The Church of the Truth" DBA "The Center of Spiritual Growth, shall cease and Unity Spiritual Center of North Idaho, Inc. shall continue as the surviving business entity, as defined in defined Idaho Code § 30-22-205 *et seq.*, under its new name "Unity Center of Spiritual Growth, Inc."

Effective Date of Merger:

The merger shall be effective on the date of filing of the Statement of Merger with the Idaho Secretary of State.

TERMS AND CONDITIONS**Negative Covenants:**

Between the date of the execution of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Except in the ordinary course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances:

If at any time Unity Center of Spiritual Growth, Inc. considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Unity Center of Spiritual Growth, Inc. the title to any property or rights of "The Church of the Truth" DBA "The Center of Spiritual Growth", or otherwise carry out the provisions of this Agreement, the entities agree that the managers of the respective entities, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title and possession of such property or rights in "Unity Center of Spiritual Growth, Inc." and otherwise carry out the provisions of this Agreement.

ASSETS**Valuation:****Assets of "The Church of the Truth" DBA "The Center of Spiritual Growth":**

The Board of Directors agree that:

The present value of its tangible and intangible assets, including goodwill is \$323,700.00;

The fair market value of its unrealized receivables is \$ 0.00;

The fair market value of its inventory is \$1,500.00; and

The estimated amount of its liabilities is \$ 0.00

Assets of "Unity Spiritual Center of North Idaho, Inc.":

The present value of its tangible and intangible assets, including goodwill is \$3,500,000.00;

The fair market value of its unrealized receivables is \$ 0.00;

The fair market value of its inventory is \$30,000.00; and

The estimated amount of its liabilities is \$ 0.00.

Asset Ownership:

Unity Center of Spiritual Growth, Inc. will own all assets and liabilities of the merged entity.

All financial assets and debts of "Unity Spiritual Center of North Idaho, Inc." and "The Church of the Truth" DBA "The Center of Spiritual Growth" will become the assets and debts of "Unity Center of Spiritual Growth, Inc." once the merger is completed, but in no event, more than thirty (30) days after this Statement of Merger is filed with the Idaho Secretary

of State. As soon as practical after the date of the merger, the Dissolving Entity, **"The Church of the Truth" DBA "The Center of Spiritual Growth**, shall satisfy all of its debts and transfer all remaining financial assets into accounts at **"Unity Center of Spiritual Growth, Inc."** Every effort will be made to complete this process as soon as possible, but in no event, not more than thirty (30) days after the Merger Statement is filed with the State of Idaho.

MANAGEMENT OF SURVIVING ENTITY

Management and Control:

The Board of Directors of the surviving entity **"Unity Center of Spiritual Growth, Inc."** shall have the sole and exclusive control of the corporation subject to any limitations in the Articles and by Bylaws of the surviving entity. Dennis Ashley shall serve as Spiritual Leader.

Directors and Officers:

The initial Board of Directors of the Surviving Entity will consist of five (5) directors, consisting of the Spiritual Leader and four (4) other directors. The Surviving Entity will hold its annual meeting in February, 2023, to elect a new Board, which will be comprised of a minimum five (5) members and a maximum seven (7) members.

The fiscal year of **"Unity Center of Spiritual Growth, Inc."** shall be January 1 through December 31.

INTERPRETATION AND ENFORCEMENT

Counterpart Executions:

This Statement of Merger may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity:

If any term of this Statement of Merger is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

Applicable Law:

The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Idaho.

Costs:

Costs associated with the merger shall be shared equally by the churches and shall include, but are not limited to, the cost of consulting, legal, accounting services, filing fees and banking expenses.

APPROVALS

The office bearers and members of each constituent entity to this Statement of Merger have approved by the voting percentages required by their respective articles, bylaws and law of their respective jurisdictions, the terms and conditions of this Statement of Merger as follows:

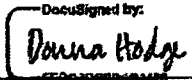
The Board of Directors of **"The Church of the Truth" DBA "The Center of Spiritual Growth"** conducted a meeting on January 23, 2022, pursuant to Article VI and VII of its Bylaws, in which six (6) of the (7) directors present (greater than 2/3 of the board) voted to

approve the merger as stated herein, and to dissolve the corporation, with the membership also voting 23-2 in favor of the merger and dissolution.

The members of "Unity Spiritual Center of North Idaho Inc." held a meeting on March 20, 2022, pursuant to Article IX of its bylaws, in which 90% of all active members voted to amend its bylaws to change its name to UNITY CENTER OF SPIRITUAL GROWTH INC. and approve the merger as stated herein, with a vote of 66 in favor and 3 disapproving.

SIGNATURE OF OFFICERS

**The Church of Truth DBA The Center of
Spiritual Growth:**

By: 
Donna Hodge, Director

Date: 12/13/2022

Unity Spiritual Center of North Idaho Inc.:

By: 
J. Roye Ely, Director

Date: 12/12/2022