

ARTICLES OF MERGER

These Articles of Merger, dated this 18th day of March, 1953, by and between First Evangelical Reformed Church of Detroit, an ecclesiastical corporation, and its Board of Directors, as parties of the first part, and Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, an ecclesiastical corporation, and its Board of Directors, as parties of the second part:

W I T N E S S E T H:

WHEREAS, First Evangelical Reformed Church of Detroit, (hereafter sometimes called "First Church"), and Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, (hereinafter sometimes called "Bethany Church"), are ecclesiastical corporations organized and existing under the laws of the State of Michigan; "First Church" having been incorporated on the 4th day of October, 1917; "Bethany Church" having been incorporated on the 30th day of June, 1908, under the name of German Evangelical Bethania Congregation of the City of Detroit, Co. of Wayne, State of Mich.;, changing the name thereof to Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, on the 11th day of April, 1928; and whose respective places of worship exist in the City of Detroit, County of Wayne, State of Michigan; and

WHEREAS, "First Church" and "Bethany Church" desire to merge with one another into a resultant corporation for the purpose of carrying on their objectives as defined in Article II of the proposed Constitution of the resultant church, and pursuant to the Articles of Incorporation of "First Church" on file with the County Clerk of Wayne County, State of Michigan; and

WHEREAS, it is the desire and object of this agreement to merge and unite all of the real, personal, and intangible property that each now owns or may hereafter own or acquire under one corporate structure with equal representation as to government as set forth in the By-Laws of the resultant Church:

NOW, THEREFORE, the parties hereto covenant and agree as follows:

ARTICLE I

NAME AND EFFECT OF MERGER

Section 1: The name under which the resultant Church shall hereafter be known is FIRST BETHANY EVANGELICAL AND REFORMED CHURCH. ^{CK}

Section 2: Upon the merger becoming effective as provided by the laws of the State of Michigan and this agreement.

(a) The separate existence of "Bethany Church" as a corporate entity shall cease.

(b) "First Church" and "Bethany Church" shall merge into one church, "First Church" retaining its corporate entity as evidenced by its franchise and charter on file in the office of the Secretary of State and County Clerk's Office, thereby becoming the resultant corporation possessing all the rights, privileges, powers, and franchises of a public as well as of a private nature, and being subject to all the restrictions, disabilities, and duties of each such corporations so merged, and all and singular the rights, privileges, powers and franchises of each of said corporations in this State, and all property, real, personal, and mixed, and all debts due to either of said "First Church" and/or "Bethany Church" on whatever account as all things in action or belonging to each of said corporations shall be vested in said resultant corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the resultant corporation as they were of the several and respective churches known as "First Church" and "Bethany Church" and the title to any real estate or personal property whether by deed or otherwise under the laws of this State, vested in either "First Church" or "Bethany Church" as of the date hereof shall not revert or be in any way impaired by reason of this merger and all title thereto and interest therein shall vest in the resultant corporation known as First Bethany Evangelical and Reformed Church: Provided, that all rights of creditors and all liens on the property of either "First Church" or "Bethany Church" shall thenceforth attach to the resultant corporation, and may be enforced against it to the extent as if said

debts, liabilities, and duties had been incurred or contracted by it.

(c) Any surplus which either "First Church" or "Bethany Church" may have at the effective date of these Articles of Merger may be carried as surplus by the resultant corporation known as First Bethany Evangelical and Reformed Church.

ARTICLE II

PERSONNEL

Section 1: PASTOR - Inasmuch as the present pastors of both "First Church" and "Bethany Church" have been cooperative and have worked tirelessly and unselfishly in attempting to effect a merger, and inasmuch as the service of both ministers will be required in the future building and relocation program, together with attending to the spiritual needs of the congregation, it is mutually agreed that both pastors shall be retained until future action by the resultant Church, and their respective salaries shall remain at the present level until such action is taken.

Section 2: Organist-Choir Director-Sexton--The consistory of the resultant church shall as soon as expedient, hire the necessary organist or organists, choir director or choir directors, Sexton or Sextons, to serve the resultant church.

ARTICLE III

SOCIETIES AND ORGANIZATIONS OF THE CHURCH

Section 1: WOMEN'S GUILD - (a) After ratification and upon the effective date of these Articles of Merger by the Congregations of "First Church" and "Bethany Church", as hereinafter provided, the separate existence of each Women's Guild, shall cease and abate and such organizations shall then become a new "Women's Guild" merged into one under the resultant Church in accordance with this agreement, possessing all of the rights, privileges, powers and franchises within the limitations proscribed by the Constitution and By-Laws of the Women's Guild of the First Bethany Evangelical and Reformed Church and being subject to all of the restrictions, disabilities, and duties of each of such organizations so merged, and all and

singular, the rights, privileges, powers and franchises of each of said organizations in this state and all property, real, personal, and mixed and all debts due to any of said organizations on whatever account as all other things in action or belonging to each of such organizations shall be vested in the "Women's Guild" of the resultant Church; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the "Women's Guild" under the resultant Church as they were of the several and respective "Women's Guild" under "First Church" and "Bethany Church", PROVIDED: That all rights of creditors and all liens upon the property of any of the separate "Women's Guild" under "First Church" and "Bethany Church" shall be preserved unimpaired, and all debts, liabilities and duties of such organizations shall thenceforth attach to the "Women's Guild" of the resultant Church and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any surplus which the Women's Guild under "First Church" and "Bethany Church" may have at the time of this merger may be carried as surplus by the "Women's Guild" of the resultant Church.

(b) All officers, trustees, directors and such persons serving on committees of the "Women's Guild" of "First Church" and "Bethany Church" shall tender their resignation to their respective organizations upon the effective date of these articles of merger.

(c) At the first organizational meeting of the "Women's Guild" the members thereof shall elect officers and directors in accordance with the by-laws in effect; such officers to serve until December 31, 1953, or until their successors have been duly elected and qualified at the regular annual meeting of the organization held for that purpose.

(d) In such instance where reference is made in the constitution, by-laws or any other document evidencing its government, to the name "Bethany Church" exclusively, appropriate action shall be taken at the first organizational meeting following the adoption of these articles to change such name to conform with the name of the

resultant church, namely, First Bethany Evangelical and Reformed Church.

Section 2: CHOIR - (a) That upon the completion of the merger of "First Church" and "Bethany Church" into a resultant Church all existing members of the choirs of the respective churches shall become members of the choir of the resultant Church. Any and all property of any kind, character, or description heretofore owned or controlled by such separate choirs prior to the adoption and ratification of this agreement shall upon the effective date hereof become vested and controlled by the choir of the resultant church.

(b) The organization of the choir of the resultant Church, and, the establishment of its program shall be vested in the organist and choir director, subject to the supervision of the consistory, provided, however, that nothing contained in this section shall be so construed as to prohibit the choir members of the resultant Church from electing their own officers and adopting their own by-laws and constitution if they so desire.

Section 3: BROTHERHOOD - (a) That the Brotherhood, a voluntary association, existing as an organization in "Bethany Church", shall continue as such under the resultant church, and membership of this organization shall be open to all persons of the resultant Church and such other persons as may be permitted under its by-laws and constitution.

(b) All officers, trustees, directors and such persons serving on committees shall continue to function as such until their term of office shall expire in accordance with any by-laws or constitution which may have been adopted at any time prior to the date hereof by such organization.

(c) In such instance where reference is made in the Constitution, By-laws or any other document evidencing its government, to the name "Bethany Church" exclusively, appropriate action shall be taken to change such name to conform with the name of the resultant Church; namely First Bethany Evangelical and Reformed Church.

Section 4: (a) That the Ladies' Aid Society, if any, the

Youth Fellowship or any other societies existing in either of the churches shall continue as such under the resultant Church and the the membership in these organizations shall be open to all persons of the resultant Church and such other persons as may be permitted under its by-laws constitutions.

(b) Any organization whose qualifications for membership, and whose purposes are similar to those of any other organizations in the respective churches, shall, upon their first organizational meeting held during the first succeeding month following the effective date of these articles elect officers and directors in accordance with their by-laws from the combined membership of the organizations. Such officers and directors shall hold their respective offices until December 31, 1953 or until their successors have been duly elected and qualified, at the regular annual meeting held for that purpose.

(c) For such instances where no similarity of membership qualification or purpose exists in the other church, such organizations shall continue to function, without change, and the officers, directors and trustees thereof shall hold their offices until the election and qualification of their successors, at the next annual meeting held in accordance with its by-laws.

Section 5: SUNDAY SCHOOL - (a) That upon completion of the merger of "First Church" and "Bethany Church" into a resultant Church all existing members and pupils of the Sunday School of the respective churches shall become members and pupils of the Sunday School of the resultant Church. Any and all property of any kind, character and description heretofore owned or controlled by such separate Sunday Schools prior to the effective date hereof become vested and controlled by the Sunday School of the resultant Church.

(b) The organization of the Sunday School under the resultant Church, the establishment of its curriculum shall be vested in the Board of Religious Education as prescribed in the by-laws of the resultant Church, provided, however, that nothing contained in this section shall be so construed as to prohibit the Sunday School members

and teaching staff of the resultant Church from electing their own officers and adopting their own by-laws and constitutions.

(c) All officers, trustees, directors and such persons serving on committees of the Sunday School of the "First Church" and "Bethany Church" shall tender their resignation to their respective organizations upon the effective date of these articles of merger.

(d) At the first organizational meeting of the Sunday School the members thereof shall elect officers and directors in accordance with the by-laws in effect; such officers to serve until December 31, 1953, or until their successors have been duly elected and qualified at the regular annual meeting of the organization held for that purpose.

Section 6: All organizations of each church, having financial assets, shall cause an audit to be made of its books and records as of the close of the month preceding the effective date of this agreement, reflecting its financial position, which audit shall be certified to by three (3) members of the respective organizations who are not elected officers and such audit shall be subject to examinations by the governing board or officers of the respective organizations of the resultant Church within five (5) days from its certification. Any omissions, corrections, or irregularities shall be rectified in accordance with the decision of the governing board or officers of the respective organizations of the resultant Church and shall thereafter be final.

Section 7: METHOD OF ADOPTION - (a) Upon the effective date of these Articles of Merger by the congregations of "First Church" and "Bethany Church", the organizations set forth in this Article shall thereby function and exist under the resultant Church; namely, First Bethany Evangelical and Reformed Church, in the manner and within the limits applicable to each organization as defined herein.

ARTICLE IV

FIRST CONSISTORY

Section 1: (a) The first consistory, which shall constitute the governing body of the resultant Church, shall be composed of

sixteen (16) members in good standing in both "First Church" and "Bethany Church". All members of each consistory, all members of the joint merger committee, and any other members selected by a nominating committee, shall be eligible candidates to the consistory of the resultant Church.

(b) At the congregational meeting, held at the time of the ratification of this agreement, eight (8) members shall be elected to serve from each church on the consistory of the resultant Church, half of which shall serve as Elders and the other half as Deacons. The Elders receiving the first and second highest vote, and the Deacons receiving the first and second highest vote, in each congregation, shall serve until December 31, 1954. The Elders receiving the third and fourth highest vote and the Deacons receiving the third and fourth highest vote in each congregation, shall serve until December 31, 1953.

(c) In the event a tie vote shall occur between two or more candidates, wherein it cannot be determined which term of office the candidate shall serve, on account of such tie vote, lots shall be cast to determine the successful candidate.

(d) Each annual election for candidates to the consistory shall thereafter be governed by the by-laws.

ARTICLE V

CONSTITUTION AND BY-LAWS

Section 1: METHOD OF ADOPTION - (a) The constitution and by-laws shall become the governing laws of the resultant Church.

(b) Each Article of the Constitution and By-Laws shall be read to the congregation of "First Church" and "Bethany Church" and shall be voted upon separately at the meeting called for the purpose of ratifying and approving this agreement. Two-thirds (2/3) of the members eligible to vote and present at the meeting shall be required for adoption and approval.

ARTICLE VI

PROCEDURE REQUIRED FOR APPROVAL

Section 1: (a) Immediately upon the ratification of these

Articles of Merger by the congregations of "First Church" and "Bethany Church" said Articles of Merger together with the Constitution and By-laws shall be forwarded to the Michigan-Indiana Synod for approval. A notice shall be mailed informing each member that a special congregational meeting will be held on a date not less than twenty (20) days from date of said notice at a time and place certain for the purpose of ratifying or rejecting the Articles of Merger, Constitution and By-laws. Notice of such meeting shall also be published in a newspaper circulating in Detroit, Michigan, once each week, for three (3) successive weeks preceding such meeting.

(b) Members of each congregation at such special congregational meeting shall be entitled to vote in person or in the event any person shall not be able to attend such meeting his or her vote may be cast by absentee ballot.

(c) Two-thirds (2/3) of the membership eligible to participate as voting members of each church shall be requisite for adoption of these Articles of Merger.

APPROVAL OF DIRECTORS OF FIRST
EVANGELICAL REFORMED CHURCH OF DETROIT

Anna K. Baderbacher.

Kenneth Huff

William A. Smith

Richard Mitchell

Frederick T. Kille

Robert E. Coe

Robert H. Hedlund

Lawrence E. Ross

Charles T. Don

Paul E. Smith

James A. Keith

Carl Smith

Frank Buppert

Arthur Murdock

I, the undersigned, duly elected and qualified Secretary of the Board of Directors of First Evangelical Reformed Church of Detroit, do hereby certify the signatures of the members of such Board of Directors to be genuine and that they were affixed to this document as their own free act and deed.

Dated March 18, 1953

James A. Keith

Secretary of the Board of Directors
of First Evangelical Reformed
Church of Detroit.



I, James A. Keith, secretary of First Evangelical Reformed Church of Detroit, an ecclesiastical corporation, do hereby certify in accordance with the provisions of Section 52 of the Michigan General Corporation Act of the State of Michigan:

That the foregoing Articles of Merger of First Evangelical Reformed Church of Detroit, with and into Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, was submitted to the members of the congregation of First Evangelical Reformed Church of Detroit eligible to vote at a meeting thereof called separately from any meeting of the members of the Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, for the purpose of taking the same into consideration, duly called and held in accordance with the provisions of Section 52 of the Michigan General Corporation Act. At said meeting said Articles of Merger was considered and a vote by ballot in person or by absentee ballot, was taken for the adoption or rejection of the same, each member of the congregation eligible to vote being entitled to one (1) vote; and that the votes of the members of the congregation of "First Church", representing more than two-thirds (2/3) of the total number of persons eligible to vote were in favor of the adoption of said

Articles of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of First Evangelical Reformed Church of Detroit, this 18th day of March, 1953.



James A. Keith
Secretary.

THE FOREGOING ARTICLES OF MERGER having been executed by the First Evangelical Reformed Church of Detroit, the Board of Directors of said church, and having been adopted by the members of said Church eligible to vote, the President and Secretary of First Evangelical Reformed Church of Detroit do now execute the same for and on behalf of the Corporation, by authority of the Board of Directors and members of the congregation thereof, as the respective act, deed and agreement of the said corporation, this 18th day of March, 1953.

FIRST EVANGELICAL REFORMED CHURCH
OF DETROIT

By Dana K. Badetscher
President

By James A. Keith
Secretary

STATE OF MICHIGAN)
COUNTY OF WAYNE) SS.

On this 18th day of March, 1953, before me, a Notary Public in and for said County, personally appeared Dana K. Badetscher & James A. Keith; the President and Secretary respectively of First Evangelical Reformed Church of Detroit, known to me to be the persons named in and who respectively executed the foregoing Articles of Merger in the name and on behalf of said corporation and respectively acknowledged said Articles of Merger to be the respective act, deed and agreement of said corporation.

Ray L. Miller
Notary Public, Wayne County, Mich.

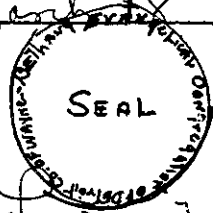
My commission expires Jan 27, 1956.

APPROVAL OF DIRECTORS OF BETHANY
EVANGELICAL CONGREGATION OF DETROIT, COUNTY
WAYNE, STATE OF MICHIGAN

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| <i>Paul A. Berry</i> | <i>Arthur J. DeWitt</i> |
| <i>Earl C. Turner</i> | <i>Walter A. Kuntz</i> |
| <i>Harold L. Keaf</i> | <i>John W. Schumann</i> |
| <i>Walter B. Rice</i> | <i>John W. Kuntz</i> |
| <i>Louis J. Handren</i> | |
| <i>J. Geo. Schorck</i> | |

I, the undersigned, duly elected and qualified Secretary of the Board of Directors of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, do hereby certify the signatures of the members of such Board of Directors to be genuine and that they were affixed to this document as their own free act and deed.

Dated March 27, 1953.



Louis J. Handren
Secretary of the Board of Directors
of Bethany Evangelical Congregation
of Detroit, County of Wayne, State
of Michigan.

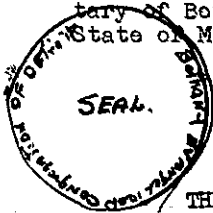
I, Louis Handren, Secretary of Bethany

Evangelical Congregation of Detroit, County of Wayne, State of Michigan, an ecclesiastical corporation, do hereby certify in accordance with the provisions of Section 52 of the Michigan General Corporation Act of the State of Michigan:

That the foregoing Articles of Merger of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, with and into First Evangelical Reformed Church of Detroit, was submitted to the members of the congregation of said Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, eligible to vote at a meeting thereof called separately from any meeting of the members of the congregation of First Evangelical Reformed Church of Detroit, for the purpose of taking the same into consideration, duly called and held in accordance with the provisions of Section 52 of the Michigan General Corporation Act; at said meeting, said Articles of Merger were considered and a vote by ballot in person or by absentee ballot, was taken for the adoption or rejection of the same, each member of the congregation entitled to vote being entitled to one (1) vote; and that the votes of the members of the congregation of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, representing more than two-thirds (2/3) of the

total number of persons eligible to vote for the adoption of said Articles of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, this 18th day of March, 1953.



Louis J. Miller
Secretary

THE FOREGOING ARTICLES OF MERGER having been executed by the Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, the Board of Directors of said church, and having been adopted by the members of said Church eligible to vote, the President and Secretary of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, do now execute the same for and on behalf of the Corporation, by authority of the Board of Directors and members of the congregation thereof, as the respective act, deed and agreement of the said Corporation, this 18th day of March, 1953.

BETHANY EVANGELICAL CONGREGATION
OF DETROIT, COUNTY OF WAYNE, STATE
OF MICHIGAN.

By Paul A. Berry
President

By Louis J. Miller
Secretary

STATE OF MICHIGAN)
) SS.
COUNTY OF WAYNE)

On this 18th day of March, 1953, before

me, a Notary Public in and for said County, personally appeared Paul A. Berry & Louis J. Miller the President and Secretary respectively of Bethany Evangelical Congregation of Detroit, County of Wayne, State of Michigan, known to me to be the persons named in and who respectively executed the foregoing Articles of Merger in the name and on behalf of said corporation, and respectively acknowledge said Articles of Merger to be the respective act, deed and agreement of said corporation.

Louis J. Miller
Notary Public, Wayne County, Mich.
My Commission expires Jan 1, 1956.

FILED
JUN 1 - 1953
John P. ...
COMMISSIONER
MICHIGAN CORPORATION & SECURITIES COMMISSION

RECEIVED
JUN 1 - 1953
MICHIGAN CORPORATION AND
SECURITIES COMMISSION

MICHIGAN CORPORATION AND
SECURITIES COMMISSION
JUN 1 1953
MP
Compared by

