

**Board Resolutions for July Board Meetings of the  
MidAmerica Baptist Conference (DBA Converge MidAmerica) Board of Overseers  
and the  
Florida Caribbean Baptist Conference, Inc. (DBA Converge Southeast) Board of Stewards.**

Wherefore, the Converge MidAmerica Board of Overseers and the Converge Southeast Board of Stewards, and each of them, having duly met after proper notice, or by unanimous consent of any member of the Boards not in attendance at such meeting, after waiver of notice, hereby approve and consent to the following resolutions as of July 13, 2020 for CSE and July 16, 2020 for CMA.

BE IT RESOLVED THAT:

Whereas, Converge Southeast ("Southeast" or "CSE") is a 501(c)(3) religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., the Florida Statutes ("Fla. Stat.") Chapter 617 (2019), short title: "Florida Not for Profit Corporation Act"); and

Whereas, Converge MidAmerica ("MidAmerica" or "CMA") is a 501(c)(3) religious, not-for-profit corporation, incorporated under the laws of the State of Illinois (i.e., Illinois Compiled Statutes ("ILCS"), 805 ILCS 105/101.01 et. seq., short title: "General Not for Profit Corporation Act of 1986"); and

Whereas, Converge, a 501(c)(3) religious corporation is a voluntary fellowship or association of regularly organized Baptist churches in the United States and islands of the Caribbean. Its membership shall consist of those Baptist churches, which meet the requirements for membership defined in the bylaws of the Converge. Converge is a corporation organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law); and

Whereas, both Converge MidAmerica (CMA) and Converge Southeast (CSE) are separate districts of Converge, and CMA and CSE each has its own member delegates ("Member Delegates") and board of directors, known as the Board of Overseers for MidAmerica and the Board of Stewards for Southeast (collectively referred to as "Boards"); and

Whereas, CMA and CSE desire to merge in accordance with the provisions of the attached Agreement and Plan of Merger ("Merger Agreement"), hereby incorporated into this Resolution, and the additional terms provided for in this Resolution, and

Whereas, each of the Boards of the CMA and CSE must determine that it is advisable and in the best interests of its not for profit corporation and the churches that comprise that corporation (i.e., district) that the CSE merge with and into CMA upon the terms and conditions of the attached Merger Agreement and the additional terms of this Resolution for the purpose of merging CSE and CMA (the "Merger"); and

Whereas, CMA and CSE have completed sufficient due diligence regarding the Merger to vote on whether to recommend to their member churches that the Merger be approved, subject to completion of due diligence and the right of each organization to withdraw approval in the event unexpected information is discovered, and upon the terms and conditions set forth in the Merger Agreement, attached hereto as Exhibit A, and this Resolution;

Whereas, for the proposed Merger to become effective, the Board of Overseers of MidAmerica must, by resolution duly adopted, approve and adopt the attached AGREEMENT AND PLAN OF MERGER and this Resolution and must direct that this Merger be submitted to a vote of the Members of MidAmerica at a specially called meeting of the Delegates for approval as required in Sections 805 ILCS 105/111.35 (Merger of Domestic and Foreign corporations), 805 ILCS 105/111.50 (Effect of Merger authorized by 805 ILCS 105/111.35), 805 ILCS 105/111.05 (Merger Plan Contents) and 805 ILCS 105/111.20 (Plan of Merger Voting and Notice of Meeting) of the Illinois General Not For Profit Corporation Act and as authorized and required by MidAmerica's Bylaws; and

Whereas, for the proposed Merger to become effective, the Board of Stewards of Southeast must, by resolution duly adopted, approve and adopt the attached AGREEMENT AND PLAN OF MERGER and this Resolution and must direct that this Merger be submitted to a vote of the Members of the CSE at the annual meeting of the Delegates for approval as required under Sections 617.1107 (Merger of Domestic and Foreign corporations), 617.1106 (Effect of Merger authorized by the Fla. Stat. 617.1107), 617.1101 (Merger Plan Contents) and 617.1103 (Plan of Merger Voting and Notice of Meeting) of the Florida Statutes (2019) and as authorized and required by the CSE Constitution; and

Whereas, the Boards of the CMA and CSE intend, if approved by the requisite number of votes of each of the organization's Members at a duly noticed and called annual or special meeting of the respective organization, by the terms of the Merger Agreement and this Resolution to effect a "merger" of these two religious 501(c)(3), non-profit corporations as provided for under Sections ILCS 105/111.35 of the Illinois General Not-for-Profit Corporation Act and 617.1107 of the Florida Statutes (2019) with the surviving merged corporation being MidAmerica ("Surviving Corporation"). The parties also intend by this Merger to effect a merger of the CMA and CSE into one local district conference affiliated with Converge.

NOW, THEREFORE, BE IT RESOLVED, that the proposed AGREEMENT AND PLAN OF MERGER is approved.

AND FURTHER BE IT RESOLVED, that proposed AGREEMENT AND PLAN OF MERGER be mailed, sent or delivered to each of the member churches of the CMA and CSE so that each of the Members attending the scheduled August 26, 2020, annual meeting of CSE member churches and the special scheduled September 24, 2020, meeting of CMA member churches will have received a copy of the proposed Plan of Merger Agreement at least thirty (30) days prior to voting on the Merger and direct that formal Notice of the proposed Merger be sent out by sending official notice of the Plan of Merger (with the Merger Agreement and Amended and Restated

Bylaws of MidAmerica attached as exhibits) to all church Members of CMA and CSE for a final vote on the proposed Merger at the each district's meetings.

AND FURTHER BE IT RESOLVED, that by action of the Board of the affected organization, the actions listed below are required to be performed by such organization prior to the Effective Time<sup>1</sup>, and that by the approval of the Board of the other party to the Merger Agreement of this Resolution, such action is required in order for the Merger to be completed and approved by such other party:

1. A comprehensive list of all assets and liabilities being transferred to MidAmerica will be completed and exchanged at the Effective Time.
2. CSE will not enter into any agreements or obligations outside of the ordinary course of business between the date of this Resolution and the Effective Time of the Merger Agreement that would have a material impact on the financial condition of CSE or in its exposure to risk of litigation or loss during such time period; or that cannot be completely performed prior to the Effective Time, whether or not such actions are in the 2019-20 budget for CSE or would be an ordinary part of its operations in the absence of the Merger, including, without limitation, commitments to church plants or missions; unless in each case, CSE has consulted with and received agreement by MidAmerica.
3. All unaccepted assets and liabilities of CSE will be finally disposed of without continuing liability to CMA prior to the Effective Time,
4. Due Diligence will be completed by the parties and outstanding matters identified in the due diligence resolved, and all documentation exchanged. Without limitation, these include:
  - a. MidAmerica will create a plan to support the ministry in CSE. The extent and type of activities is within the discretion of MidAmerica, and may change over time, but MidAmerica agrees to create Board designated funds for use in CSE immediately after the Effective Time, including sums for church planting, church strengthening, pastoral care and general operations.
  - b. CMA will maintain appropriate staffing in CSE to support its ministry operations as determined by the MidAmerica Board. Compensation and support of CSE personnel will be consistent with the treatment by MidAmerica of its Illinois based personnel.

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<sup>1</sup> "Effective Time" means the date and time when the Merger becomes effective, which is approximately thirty (30) days after the approval of the Agreement and Plan of Merger.

- i. All employees of CSE that are not being hired by MidAmerica will be terminated by CSE prior to the Effective Time.
  - ii. CMA agrees to hire Ernie Cabrera as VP of Partnerships at the current level of the existing VPs, including its benefits and work funds package.
  - iii. CMA agrees to appropriately bring the Converge Missionaries in the Caribbean under its leadership per the agreement with Converge International ministries.
- c. Immediately upon the Effective Time CMA will add three agreed upon members from CSE Board of Stewards to its Board of Overseers eligible to serve up to 2 four-year (8 years) terms.
- d. For a period, approximating (8) years after the Effective Time, MidAmerica agrees that at least twenty percent of its Board seats, but not less than three seats on its Board, shall be held by members representing CSE. The terms of such representatives shall be four years in length but not to exceed two terms, as determined by the Board of Overseers of MidAmerica, and as further described in the Merger Agreement. At the expiration of such period, CSE members will be treated equally with members from all other states within MidAmerica's region.
- e. Documentation by both organizations of all required governmental registrations and approvals including, for example, registration with the appropriate Secretary of State and Attorney General.
- f. Documentation of any existing contractual commitments by CSE with third parties that will continue after the Effective Time, for example, without limitation, equipment or real estate leases.

AND FURTHER BE IT RESOLVED, believing it will take 8-10 years for the CSE family of churches to become healthy and vibrant, the CMA board will regularly and prayerfully consider the efficacy and strategic Kingdom value of CSE becoming an independent entity again.

AND BE IT FURTHER RESOLVED, that the following representatives of CMA and CSE shall be authorized to sign the Merger Agreement and to do all things necessary to implement the Plan of Merger, including the provisions of these Resolutions.

For MidAmerica:

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Chairman of the Board – Jessy Padilla

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Vice Chairman of the Board – Jeff Forester

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Secretary – Kirt Wiggins

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Treasurer – Richard Wollard

For Southeast:

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Chairman of the Board - Cecil Hollar

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Vice Chairman of the Board - Efren Salonga Carlos Jr.

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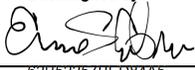
Treasurer - Paul Hobson

AND BE IT FURTHER RESOLVED, that this Resolution shall be effective as of the date inscribed below.

AND BE IT FURTHER RESOLVED, that this Resolution may be signed in counterparts by the Boards of CMA and CSE meeting separately in their respective regular or special meeting called for such purpose. Any Board member that is not present at such meeting may act by consent, and each such Board member, by their signature, hereby waives notice and consents to the above described actions. Each counterpart shall be deemed an original and all such counterparts taken together shall constitute one instrument.

Wherefore, this Resolution is signed by the members of the Boards of Florida Caribbean Baptist Conference, INC and the MidAmerica Baptist Conference. This document may be executed electronically.

Florida Caribbean Baptist Conference

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President, CSE – Ernie Cabrera

DocuSigned by:  

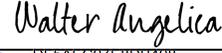

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Doug Ripley

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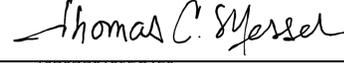

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Sammy Pawlak

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Walter Angelica

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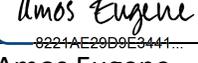

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Greg Heinsch

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Tom Messer

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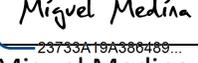

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Kendal Anderson

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Amos Eugene

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Joey Mimbs

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Miguel Medina

MidAmerica Baptist Conference

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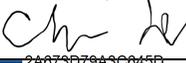

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President, CMA – Gary Rohrmayer

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Tim Beavis

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Brian Coffey

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Chris Dodd

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Jeff Dryden

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Eric Moore

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Victoria Pipkin

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Darryn Scheske

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Paul Urban