

**RESOLUTION OF BOARD OF TRUSTEES  
OF  
FIRST BAPTIST CHURCH OF AUGUSTA, INC.**

**WHEREAS**, FIRST BAPTIST CHURCH OF AUGUSTA, INC., a Georgia nonprofit corporation ("FBC AUGUSTA" or the "Church") and FIRST BAPTIST CHURCH OF EVANS, INCORPORATED, a Georgia nonprofit corporation ("FBC EVANS"), have proposed to merge according to the terms and conditions of the Agreement and Plan of Merger attached hereto as Exhibit "A" and by reference incorporated herein and made a part hereof (the "Plan of Merger").

**WHEREAS**, notice of the special called meeting of the Board of Trustees for consideration and approval of the proposed merger has been given to or waived by the Trustees in accordance with the Church's Bylaws and Sections 14-3-822 and 14-3-1202 of the Georgia Nonprofit Code.

**WHEREAS**, the Trustees have determined that it is in the combined best interests of FBC EVANS and FBC AUGUSTA, and their respective members and ministries, that FBC EVANS merge with and into FBC AUGUSTA in accordance with the terms and conditions set forth in the Plan of Merger.

**NOW THEREFORE**, the Trustees of FBC AUGUSTA hereby take the following actions and adopt the following resolutions:

**RESOLVED**, that the proposed merger of FBC EVANS into FBC AUGUSTA, in accordance with the terms and conditions set forth in the Plan of Merger, is hereby approved by the Trustees.

**FURTHER RESOLVED**, that the Trustees approve and adopt the terms and conditions of the proposed merger as set forth in the Plan of Merger.

**FURTHER RESOLVED**, that the surviving corporation of the merger of FBC EVANS with and into FBC AUGUSTA shall be FIRST BAPTIST CHURCH OF AUGUSTA, INC., a Georgia nonprofit corporation.

**FURTHER RESOLVED**, that the Trustees approve the manner and basis for converting the memberships of FBC EVANS into memberships of FBC AUGUSTA as set forth in the Plan of Merger.

**FURTHER RESOLVED**, that the Trustees recommend the Plan of Merger to the members of FBC AUGUSTA.

**FURTHER RESOLVED**, that the proposed Plan of Merger shall be submitted to the members of FBC AUGUSTA for their approval by vote at a meeting of the Church in Conference, with the Trustees' recommendation for approval, and that proper notice of the meeting shall be given to the members pursuant to the Church's bylaws and O.C.G.A. § 14-3-701, O.C.G.A. § 14-3-702 and O.C.G.A. § 14-3-1103, as applicable.

**FURTHER RESOLVED**, that if the members of FBCA AUGUSTA and the members FBC EVANS approve the merger, the appropriate Officers of the Church are hereby authorized and directed, in the name and on behalf of the Church, to execute, acknowledge, seal, deliver and file the Plan of Merger and all other documents and take all other actions as may be deemed necessary or advisable to consummate the merger as contemplated by the Plan of Merger, including, but not limited to, filing Articles of Merger, or in lieu thereof, a Certificate of Merger, with the Georgia Secretary of State.

**FURTHER RESOLVED**, that the Secretary is directed to file a copy of this Resolution with the minutes of the proceedings of the Board of Trustees.

**CERTIFICATION OF RESOLUTION**

I, the undersigned Secretary of the Board of Trustees of FIRST BAPTIST CHURCH OF AUGUSTA, INC., a Georgia nonprofit corporation (the "Church"), do hereby certify that the foregoing pages constitute a true and correct copy of the resolutions which were presented to and adopted by the Board of Trustees of the Church by unanimous written consent action dated effective May 9, 2023; that such resolutions were adopted in accordance with and pursuant to the Articles of Incorporation and the Bylaws of the Church; that such resolutions have been duly recorded in the minute book of the Church; and that such resolutions have not been altered, amended, revoked or repealed and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Church this 9th day of May, 2023.

  
W. Lawrence Fletcher, Secretary

(CORPORATE SEAL)