



**REPORT AND RECOMMENDATIONS OF THE EXECUTIVE BOARD
OF THE MISSOURI BAPTIST CONVENTION ON THE PLAN OF TRANSITION
FOR SENIOR CARE MINISTRIES, AS REQUESTED BY THE BAPTIST HOME AND
MISSOURI BAPTIST CHILDREN'S HOME**

NOTICE

Notice is hereby given that the following Report and Recommendations of the Executive Board of the Missouri Baptist Convention ("EBMBC") will be presented to the Messengers of the MBC at the 2026 Annual Meeting, regarding the Plan of Transition for Senior Care Ministries ("the Plan") as requested by The Baptist Home, dba Baptist Home and Healthcare Ministries, ("BHHM") and the Missouri Baptist Children's Home ("MBCH").

Thirty Day Notice. This Notice is being published at MoBaptist.org and/or MBCPathway.org on or before September 26, 2026, and continuing thereafter, in accordance with MBC Bylaw 12 (Entity Charters) and MBC Bylaw 19 (Amendment to Bylaws), each of which requires that proposed charter and bylaw amendments be published on the MBC's official website at least thirty (30) days before the Annual Meeting.

MOTION

That The Executive Board recommends that the Missouri Baptist Convention, acting as sole corporate member of the named entities, approve in writing the Report and Recommendations of the EBMBC on the Plan of Transition for Senior Care Ministries, as Requested by The Baptist Home and the Missouri Baptist Children's Home, and adopt each and every recommendation contained therein.

REQUESTS FROM ENTITIES

By letters dated August 24, 2026, BHHM and MBCH presented separate requests to the Executive Board of the MBC, and its Entity Relations Committee. A copy of each letter is attached to this report. (See Exhibit 1, BHHM Letter; and Exhibit 2, MBCH letter. See Exhibit 3, Letter of Intent from MBCH to BHHM, dated July 27, 2026, referred to in Exhibit 2.) These letters are incorporated by this reference as part of the EBMBC Report.

Essentially, the entities made the following requests, asking for MBC approval:

From BHHM's Board of Trustees: authorization to sell its remaining campuses, to transfer the Ashland and Ozark campuses to MBCH, and, once those transactions close, to dissolve.

From MBCH's Board of Trustees: approval of an expanded ministry assignment to include senior-adult care, the corresponding amendment to MBCH's Articles of Incorporation, and authorization to form a new entity to carry out that ministry.

The Executive Board then met in executive session and adopted the following two motions recommended by the Entity Relations Committee:



Motion #1: That the Executive Board approve The Baptist Home’s proposal contained in the “Request for cessation of the ministry assignment of BHHM,” dated August 24, 2026, as presented, subject to legal review.

Motion #2: That the Executive Board approve the Missouri Baptist Children’s Home’s proposal contained in the “Request for expansion of ministry assignments of MBCH,” dated August 24, 2026, including the following items as presented in subpoints 1, 2, 3, and 4, subject to legal review.

Following the August 24, 2026 Board meeting, MBC legal counsel has reviewed the text of the letters from each entity (Exhibits 1 and 2) has proposed rephrasing of some items for sake of clarity and brevity, without changing the essential substance or intent of the original text. Furthermore, counsel has worked with Dr. Fowler and Dr. Vance in preparing the Report as a fair and accurate summary of the procedural background. The Executive Board will meet again on October 26, 2026, before the annual meeting, and will have opportunity to give final approval to the Report and the final text of the recommendation before the Convention begins. Because the Plan is a “work in progress” with several “moving parts,” the EBMBC is trying to keep all parties updated as much as possible.

Some items in Exhibit 1 have been redacted because they are still in negotiation, and more flexible language has been suggested by MBC counsel to permit later adjustments, if necessary.

RECOMMENDATIONS **(From Executive Board, As Revised by Counsel)**

1. Sell 5 Campuses to Third Party. That the MBC authorizes The Baptist Home Board of Trustees to sell substantially all assets located in Adrian, Arcadia Valley, Shelbina, Smithville, and Vandalia, to one or more third-party purchasers, subject to approval by the EBMBC of final terms of all contracts related to the sale, and to giving all required legal notices. The proceeds of this sale, together with BHHM’s other cash assets, shall be applied first to pay BHHM’s fair and just debts, other than debts assumed by MBCH, and any balance shall be distributed as provided in Recommendation 3.

2. Transfer 2 Campuses to MBCH. That the MBC directs The Baptist Home Board of Trustees to transfer substantially all its assets located at Ashland and Ozark campuses to Missouri Baptist Children’s Home or an affiliated entity, subject to (i) MBCH’s assumption of liabilities secured by those properties not to exceed the amount disclosed during the due diligence process, (ii) approval by the EBMBC of final terms of all contracts related to this transfer, and (iii) giving all required legal notices.

3. Cease Operations and Dissolve Corporation. That the MBC authorizes The Baptist Home Board of Trustees to execute necessary documents to cease the ministry operations of BHHM and after completing the above transactions, to take all lawful steps to dissolve the corporation and distribute remaining assets in accordance with BHHM and MBC governing documents; and furthermore, MBC authorizes the EBMBC to sign legal documents and take all steps reasonable



and necessary to facilitate the dissolution and direct any remaining assets to serve the religious and ministry purposes of senior care through the new assignment being given to MBCH.

4. Add Senior Care Ministry to MBCH Ministry Program Assignment. That the MBC approves in writing a change in the ministry program assignment of the Missouri Baptist Children's Home to include social services, skilled nursing services and other care for senior adults, in addition to MBCH's existing ministry assignment to children, youth, adults, and families. MBCH is authorized to pursue all ministry purposes and programs previously assigned to The Baptist Home in the amended corporate articles. This action is intended to comply with and satisfy the Business & Financial Plan, Section 13, and MBC Bylaw 7.

5. Acquire Senior Care Facilities from BHHM. That the MBC authorizes MBCH Board of Trustees to acquire substantially all assets from BHHM located at the Ashland and Ozark campuses, on terms consistent with the Letter of Intent dated July 27, 2026, including the assumption of all liabilities not to exceed the amount disclosed in the due diligence report, subject to (i) EBMBC's written approval of that indebtedness under Business & Financial Plan §8.A, and (ii) approval by EBMBC of final terms of all contracts by agreements related to this transfer. (See attached Exhibit 3, Letter of Intent.)

6. Amend MBC Bylaw 7 re Ministry Program Assignment That the MBC approves in writing the amendment of MBC Bylaw 7 by adding a new subparagraph G, as follows:

“G. The MBC may, by vote of the Messengers at any Annual Meeting, assign, reassign, or share a ministry program assignment among its Entities, including combining or dividing ministry populations served.

7. Amend MBCH Articles of Incorporation, Purposes. That the MBC approves the following amendment to Articles of Incorporation of Missouri Baptist Children's Home:

In Article 5, Purposes, add the following subparagraphs:

(g) establish, develop, implement, maintain, support, strengthen, and perpetuate ministries to senior adults by providing affordable continuum of care retirement communities, including retirement homes and apartments, independent and assisted living, skilled nursing facilities, home health care and hospice services, and residential care for persons with intellectual or developmental disabilities, subject to the Corporation obtaining and maintaining all licenses, certifications, and regulatory approvals required by law to undertake such programs and services. MBCH seeks to serve members of MBC churches, including those who by reason of age, infirmity or poverty have difficulty caring for themselves;

(h) to apply for, enter into, and participate in Medicare, Medicaid, and other governmental and third-party reimbursement, licensure, and benefit programs in furtherance of the Corporation's purposes and general powers, and enter into provider agreements and related contracts in connection therewith.

(i) to operate such facilities as it owns or to enter into consulting agreements as independent contractor with other corporations to assist in the management and operation of facilities in a manner that advances the foregoing purposes.

8. Create a new corporation / MBCH affiliate / subsidiary. That the MBC authorizes the Executive Board and MBCH to draft, execute and file Articles of Incorporation for a new Missouri nonprofit corporation, to initially be known as “MBCH Senior Family Ministries” (or such other name as the Executive Board, in consultation with MBCH leadership, may select), as an affiliate or subsidiary, of which the MBC shall be the sole corporate member, whose trustees shall be elected and removed by the MBC, and whose articles, bylaws, amendment, or dissolution shall be subject to MBC approval.

REPORT / BACKGROUND

1. Since 1913, Missouri Baptists have had a ministry to senior adults across the state. Since 1960, The Baptist Home has been a formal entity of the MBC, with trustees elected by MBC and financial aid given through the Cooperative Program. The Baptist Home does business as Baptist Home and Healthcare Ministries (BHHM). Missouri Baptist Children’s Home, also an entity of the MBC, does business as MBCH.

2. In January 2026, the MBCH president Juston Gates began talking with the retiring BHHM president Rodney Harrison about possible cooperation between the entities. MBCH has executive staff who have significant professional experience in senior care homes. Tragically, Dr. Gates died in April in a hunting accident, but his staff has continued to pursue the vision, with some modifications as things have developed.

3. On August 24, 2026, both BHHM and MBCH came to the Executive Board to present a plan of transition for senior care for Missouri Baptists (“the Plan”). Each provided a letter of request, asking the EBMBC to present these requests to the MBC, acting as “sole member” of the entities. (See Exhibits 1, 2 and 3, attached.) The respective requests, in summary, are:

From BHHM's Board of Trustees: authorization to sell its remaining campuses at Adrian, Arcadia Valley, Smithville, Shelbyville, and Vandalia; to transfer the Ashland and Ozark campuses to MBCH and, once those transactions close, to dissolve the BHHM corporation.

From MBCH's Board of Trustees: approval of an expanded ministry assignment to include senior-adult care, the corresponding amendment to MBCH's Articles of Incorporation, and authorization to form a new entity to carry out that ministry.

4. BHHM and MBCH expect that the third-party sale will close before the end of this year. They expect that the proceeds of the sale will permit paying off all the debt related to the five campuses, plus a surplus. The mortgage debt on the new Ashland campus would be assumed by MBCH at the time of transfer, which is expected for January 1, 2027, subject to required regulatory licensure and approvals. Meanwhile, MBCH is acting under a consulting contract to help BHHM make decisions on finances, administration, and operations. The BHHM corporation may continue to hold title to assets and licenses until a new affiliate corporation is formed and until BHHM files articles of dissolution with the Secretary of State, probably in late 2027.

5. If the MBC approves the creation of a new corporation, the MBC Executive Director/ Treasurer and MBCH president will consult with legal counsel to develop and draft the articles,



to be approved by the Executive Board and the MBCH board. The MBC will elect all trustees of the new corporation, naming the same persons who serve on the MBCH board of trustees.

6. MBCH Letter of Aug. 24, 2026, Item 3, made the following commitment to the MBC: "Future structural integration is a priority for MBCH and MBC and has been targeted for completion on or before December 31, 2030." This relates to all MBCH corporate governance coming into alignment with MBC Bylaw 7 regarding "sole membership." This commitment was agreed to by the Executive Board and is incorporated in this Report for approval by the Convention. (See Exhibit 2, MBCH Letter)

7. Voting on the Plan. The parties have agreed upon a comprehensive plan for the future of senior care ministry by the MBC ("the Plan"). The Plan includes several related recommendations, including transfer of two campuses of The Baptist Home to the Missouri Baptist Children's Home, the sale of five campuses to a third party, and the eventual dissolution of The Baptist Home, plus several other details. These recommendations are parts of one integrated Plan. They are interdependent, and the Plan cannot be completed unless all essential recommendations are approved. For that reason, the Executive Board presents a single motion that permits the Convention to vote on all the recommendations together as one package.

a. Under Robert's Rules of Order, a messenger may move to divide the question and vote separately on one or more recommendations. A motion to divide the question requires a second and a majority vote.

b. Effect of a Separate Vote. Each essential motion is conditioned upon approval of all other essential motions. Therefore, no transfer, sale, dissolution, or other action under the Plan will become effective unless all essential motions are approved. If an essential motion is defeated, the Chair, after consultation with the parliamentarians and legal counsel, will advise the Convention concerning the effect of that vote on the remainder of the Plan.

Conclusion

This Plan has unresolved details, several of which remain under active negotiation and legal and financial review. Nonetheless, in the Executive Board's judgment, the Plan represents the best available path to preserve a senior-adult ministry within the Missouri Baptist family. Throughout this transition and beyond, the first concern of every Missouri Baptist is the well-being of the residents entrusted to our care. The Lord cares for each one, at every age, and so do Missouri Baptists.

Respectfully submitted,

FOR THE EXECUTIVE BOARD OF THE MBC

Dr. Wes Fowler, Executive Director-Treasurer

Dr. Wesley Vance, Chairman

See attachments:

Exhibit 1, BHHM Request Letter, August 24, 2026

Exhibit 2, MBCH Request Letter, August 24, 2026

Exhibit 3, Letter of Intent from MBCH to BHHM, dated July 27, 2026



MBC Executive Board – Entity Relations Committee – BHHM Recommendations

Date: August 24, 2026

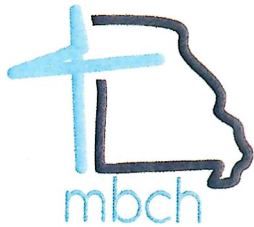
Submitted To: John Birchett, Chairman, Entity Relations Committee and, Dr. Wesley Vance, Chairman, Board of Trustees, Executive Board of Missouri Baptist Convention (EBMBC)

Submitted By: Ron Mackey, Acting President, BHHM

Request: Cessation of the Ministry Assignment of Baptist Home and Healthcare Ministries (BHHM)

BHHM Board of Trustees hereby requests that the EBMBC review and approve the following proposal, and that the EBMBC recommend that the Missouri Baptist Convention (MBC) messengers approve its Request on the following items at the 2026 MBC Annual Convention:

1. Cessation of the ministry assignment of BHHM on behalf of the MBC. This may involve amendments of BHHM and MBC governing documents at two successive Annual Conventions.
2. MBC Corporate Resolutions Requested: BHHM proposes the following recommendations for the EBMBC to present to the MBC, subject to revisions made by the EBMBC to be consistent with MBC governing documents:
 - a. That the Executive Board recommends that MBC, as the sole corporate member, authorizes the BHHM Board of Trustees to sell substantially all assets located in Adrian, Arcadia Valley, Shelbina, Smithville, and Vandalia to (or its designated affiliate) for cash consideration of not less than subject to (i) notice to the Missouri Attorney General under RSMo §355.656.7, and (ii) approval of final terms of all contracts by the EBMBC. The proceeds of this sale shall be used to pay all fair and just debts, with the balance of such proceeds and all other cash assets being used to pay credits of BHHM, except for those debts being assumed by the MBCH.
 - b. That the Executive Board recommends that MBC, as the sole corporate member, directs the BHHM Board of Trustees to transfer substantially all BHHM assets located at Ashland and Ozark campuses to MBCH or its subsidiary, subject to (i) MBCH's assumption of liabilities secured by those properties not to exceed the amount disclosed during the due diligence process (ii) notice to the Missouri Attorney General under RSMo §355.656.7, (iii) transfer of all pertinent BHHM records to EBMBC's custody per BHHM's Articles of Agreement, and (iv) approval of final terms of all contracts by the EBMBC.
 - c. Sole corporate member of BHHM, the MBC, granting the BHHM Board of Trustees authority to sell substantially all assets related to BHHM business in Adrian, Arcadia Valley (Ironton), Shelbina, Smithville, and Vandalia.
 - d. Sole corporate member of BHHM, the MBC, granting the BHHM Board of Trustees authority to sell substantially all assets related to BHHM business in Ashland and Ozark.
 - e. Sole corporate member of BHHM, the MBC, grant the BHHM Board of Trustees authority to execute necessary documents to cease the ministry and purpose of BHHM in accordance with BHHM governing documents and MBC governing documents.



Missouri Baptist Children's Home

11300 St. Charles Rock Road
Bridgeton, MO 63044
314-739-6811
<http://www.mbch.org>

EXHIBIT 2EBMBC Report &
RecTransition Plan Senior Care

Date: August 24, 2026

Submitted To: John Birchett, Chairman, Entity Relations Committee and, Dr. Wesley Vance, Chairman, Board of Trustees, Executive Board of Missouri Baptist Convention (EBMBC)

Submitted By: Andy Helton, Acting President, MBCH

Request: Expansion of the Ministry Assignment of Missouri Baptist Children's Home (MBCH)

MBCH Board of Trustees hereby requests that the EBMBC review and approve the following proposal, and that the EBMBC recommend that the Missouri Baptist Convention (MBC) messengers approve its Requesting Approval on the following items at the 2026 MBC Annual Convention:

1. Expansion of the ministry assignment of MBCH to include benevolent care for seniors. This assignment is in addition to our existing ministry assignment and purposes detailed in Item 5 of the MBCH Amended Articles of Incorporation. This may involve amendments of MBCH and MBC governing documents at two successive Annual Conventions.
2. MBCH will utilize an affiliate structure that shall be established in accordance with the MBC governing documents and MBCH Amended Articles of Incorporation to accomplish this expanded ministry assignment.
 - a. The new MBCH affiliate established for this expanded ministry assignment shall have a Board of Trustees that will be elected and removed by the MBC, the sole corporate member of MBCH and the affiliate.
 - b. The rights of creation, amendment, or dissolution of the new MBCH affiliate established for this expanded ministry assignment shall be subject to the review and approval of the MBC, the sole corporate member of MBCH and the affiliate.
3. MBCH affirms agreement with the Joint Resolution Authorizing Parties to Engage in Due Diligence, Negotiation and Drafting of Proposed Agreements Regarding the Potential Combination of the Baptist Home and Missouri Baptist Children's Home, dated February 24, 2026, including specific reference to Item 5, Future Structural Integration, as approved by the MBCH Board of Trustees on February 26, 2026.
 - a. Future structural integration is a priority for MBCH and MBC and has been targeted for completion on or before December 31, 2030.
4. MBC Corporate Resolutions Requested: MBCH proposes the following recommendations for the EBMBC to present to the MBC, subject to revisions made by the EBMBC to be consistent with MBC governing documents:

- a. The Executive Board recommends that the Missouri Baptist Convention (MBC), as the sole corporate member, authorizes the MBCH Board of Trustees to acquire substantially all assets from Baptist Home and Healthcare Ministries (BHHM) located at the Ashland and Ozark on terms consistent with the Letter of Intent (LOI) dated July 27, 2026, including the assumption of all liabilities not to exceed the amount disclosed in the due diligence report, subject to (1) EBMBC's written approval of that indebtedness under Business and Financial Plan §8.A, and (2) approval of final terms of all contracts by the EBMBC.
- b. Sole corporate member of MBCH, the MBC, granting the MBCH Board of Trustees authority to purchase substantially all the assets related to BHHM business in Ashland and Ozark.



July 27, 2026

Mr. Ron Mackey, Acting President
Baptist Home & Healthcare Ministries
400 E. High Street, Suite 600
Jefferson City, MO 65101

RE: Letter of Intent

Dear Ron:

We are pleased to provide you with this proposal for the purchase of certain assets of The Baptist Home. The purpose of this Letter of Intent is to merely outline the basic business terms with respect to the purchase of those assets under which both Baptist Home & Healthcare Ministries ("BHHM") and Missouri Baptist Children's Home ("MBCH") would be willing to enter into further negotiations toward a definitive purchase agreement. It is not intended to be construed as a commitment letter or purchase agreement. The proposed terms of purchase are as follows:

1. **The Assets.** MBCH would purchase from BHHM, and BHHM would sell to MBCH, the senior care facilities owned by BHHM located in Ashland, Missouri, and in Ozark, Missouri, which would include all of the real estate, improvements and equipment located at those locations (the "Assets").

2. **Employees.** MBCH will hire all the employees of BHHM that exclusively service the Ashland and Ozark facilities upon the purchase of those facilities and will hire certain pre-identified management employees of BHHM.

3. **Assumption of Debt.** MBCH will assume the debt secured by the Ashland and Ozark facilities, and, if necessary, indemnify and hold BHHM harmless from such debt.

4. **Consulting Services.** MBCH will provide BHHM with certain consulting services relative to the other senior care facilities owned and operated by BHHM, namely the facilities located elsewhere in Missouri in Adrian, Arcadia Valley, Shelbina, Smithville and Vandalia. Such services will include the marketing, listing for sale, and sale of all such facilities, and the operation of such facilities prior to such sales. BHHM agrees to cooperate with MBCH with the goal of the sale of all such facilities as expeditiously and responsibly as possible.

5. **Licensure.** The purchase of the Assets would be contingent upon MBCH obtaining Medicaid licensure and Medicare certification for both the Ashland and Ozark facilities.

6. **Noncompete.** We understand that BHHM intends to sell the rest of its facilities, cease doing business, dissolve its corporate existence and transfer its remaining assets to its sole corporate member. Given those intentions, we would ask that as a part of this transaction, BHHM agree that it will not compete with MBCH in the delivery of senior care in Missouri following the sale of the last senior care facility owned by BHHM for which MBCH will be providing assistance pursuant to the consulting agreement between the parties.

7. **Closing.** The consummation of the purchase and sale of the Assets (the "Closing") shall occur on a date and at a location to be agreed upon by the parties, which date shall be not later than January 1, 2027.

8. **Closing Costs.** MBCH shall be responsible for the cost of title insurance, any surveys desired by MBCH, recording of the vesting deeds, and the closing fees by the title company or other closing agent. Each party shall pay its own due diligence expenses and fees of its own legal counsel and other professional consultants retained by the party.

9. **Brokerage.** Each party represents and warrants to the other that it has not dealt with any broker, consultant finder or agent who might be entitled to a commission or compensation on account of this transaction.

10. **Approval.** The sale of the Assets by BHHM is subject to the approval of its sole corporate member, the Missouri Baptist Convention

11. **Purchase Agreement Negotiations.** Upon the mutual execution and delivery of this Letter of Intent by the parties, both parties shall use their good faith and best efforts to diligently pursue and negotiate toward, as early as practicably possible, the execution and delivery of a definitive purchase agreement for the Assets on terms and conditions mutually acceptable to MBCH and BHHM and consistent with the terms of this Letter of Intent. If the parties are unable (for any reason) to agree on a definitive form of a purchase agreement on or before December 31, 2026, the parties shall have no further rights or obligations under this Letter of Intent.

12. **Exclusivity.** From and after the mutual execution and delivery of this Letter of Intent by the parties, BHHM and its officers, employees, trustees and agents shall not directly or indirectly solicit, negotiate, discuss, accept, commit to, or enter into any offers, arrangements or agreements for the purchase, sale, lease or sublease of all or any portion of the Assets with any party other than MBCH, and shall not create or allow any additional encumbrances affecting the Assets.



CORPORATE OFFICE

11300 St. Charles Rock Rd
Bridgeton, MO 63044
Phone: 314.739.6811
Fax: 314.739.6325

If the terms and conditions outlined in this Letter of Intent are an acceptable basis upon which to enter into further negotiations, execute a copy of this Letter of Intent as indicated below and return it to my office on or before August 10, 2026.

Very truly yours,

Andy Helton,
Acting President

Accepted and Agreed to as of
_____, 2026.

Baptist Home & Healthcare Ministries

By: _____
Ron Mackey, Acting President