

318573

Merger

Filed 3-31-87

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7 pgs.

318573

ARTICLES OF MERGER - PROFIT CORPORATION

- |                                     |        |  |
|-------------------------------------|--------|--|
| <input checked="" type="checkbox"/> | MERGER | Florida Corporation into a Florida Corporation                             |
| <input type="checkbox"/>            | MERGER | Florida Corporation into a Foreign Corporation (Qualified)                 |
| <input type="checkbox"/>            | MERGER | Florida Corporation into a Foreign Corporation NOT Qualified in Florida.   |
| <input type="checkbox"/>            | MERGER | Foreign Corporation (Qualified) into a Florida Corporation                 |
| <input type="checkbox"/>            | MERGER | Foreign Corporation (NOT Qualified) into a Florida Corporation             |
| <input type="checkbox"/>            | MERGER | Merger and Name Change of a Florida Corporation into a Florida Corporation |
| <input type="checkbox"/>            | MERGER | OTHER:   |

NAMES OF MERGING CORPORATIONS:

POPULAR BANCSHARES CORPORATION

-- MERGING INTO --

SOUTH EAST BANKING CORPORATION

FILING DATE: MARCH 31, 1987

SURVIVING CHARTER NUMBER: 318573

COPIES OF THIS FORM TO CHARTER NUMBERS: 347039

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Miami, Florida

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1916 1983  
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1910 1988  
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04/13/87 00006 008  
MERGERS  
CERT/PHOTO COPY 60.00  
MERGER 30.00  
-----  
March 30, 1987  
TOTAL 90.00

BY HAND

Secretary of State  
8405 N.W. 53 Street, Suite C-100  
Miami, Florida 33166

Re: Articles of Merger of Popular Banchsares Corporation and Southeast Banking Corporation

Dear Sir:

Enclosed are an original and four copies of the above-referenced document for filing with the Secretary of State of Florida. Please file the document and prepare four certified copies.

A check in the amount of \$90.00 is attached to cover the filing and certification fees.

Thank you for your assistance.

Very truly yours,

Janet E. Perez  
Legal Assistant

Name		C. TRY	
Availability		FILED	30
Document		R. A. FILE	
Examiner		C. COPY	60
Updater		TOTAL	90
Li. Pater		N. P. FILE	
Ver. Pater		DA. FILE	
Acknowledged	3/18/87	REFUND	
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MAR 31 1987  
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1987 MAR 31 PM 3:24

SECRETARY  
MIAMI DATE

ARTICLES OF MERGER

OF

POPULAR BANCSHARES CORPORATION  
(a Florida corporation)

AND

SOUTHEAST BANKING CORPORATION  
(a Florida corporation)

Pursuant to the provisions of Section 607.224, Florida Statutes, these Articles of Merger provide that:

1. Popular Bancshares Corporation, a Florida corporation ("Popular"), shall be merged with and into Southeast Banking Corporation, a Florida corporation ("Southeast"), which shall be the Surviving Corporation.

2. The merger shall become effective on March 31, 1987 (the "Effective Date").

3. The Articles of Incorporation of Southeast, as in effect immediately prior to the Effective Date, shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Agreement and Plan of Merger, dated as of December 5, 1986, pursuant to which Popular shall be merged with and into Southeast (the "Merger"), was adopted by the shareholders of Popular at a special meeting of shareholders held on March 27, 1987, and was adopted pursuant to Section 607.221, Florida Statutes, by the board of directors of Southeast without a vote of its shareholders at a meeting of the board of directors held on December 19, 1986.

5. At the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of common stock, par value \$1 per share, of Popular ("Popular Common Stock"), other than treasury shares and shares held by Southeast and its subsidiaries other than in a fiduciary capacity, shall be converted into .216 of a share of the common stock, par value \$5 per share, of Southeast;

(b) All shares of Popular Common Stock, if any, held by Popular as treasury shares or by any Subsidiary, as that term is defined in the Agreement and Plan of Merger, other than in a fiduciary capacity, shall be cancelled and retired, and no consideration shall be issued in exchange therefor; and

(c) All shares of Popular Common Stock held by Southeast and its subsidiaries, other than shares held by any of them in a fiduciary capacity, shall be cancelled and retired, and no consideration shall be issued in exchange therefor.

IN WITNESS WHEREOF, each of Popular and Southeast has caused these Articles of Merger to be executed by its duly authorized officers this 27th day of March, 1987.

POPULAR BANCSHARES CORPORATION,  
a Florida corporation

By: 

Jose L. Carrion, Sr.  
President and Chief  
Executive Officer

By: 

Benjamin J. Layne  
Secretary

SOUTHEAST BANKING CORPORATION,  
a Florida corporation

By: 

Thomas R. Woolsey  
Senior Vice President,  
Senior Counsel and  
Corporate Secretary

By: 

Barbara Collingwood  
Assistant Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA     )  
                          ) SS:  
COUNTY OF DADE     )

On this 27th day of March, 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jose L. Carrion, Sr., who acknowledged to me that he is the President and Chief Executive Officer of Popular Bancshares Corporation, a Florida corporation, and that he executed as said officer the foregoing Articles of Merger of said Corporation as his act and deed and as the act and deed of said Corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and year first aforesaid.

*Joanne Brown*  
\_\_\_\_\_  
Notary Public

My commission expires:

[Seal]

NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION EXPIRES 03/31/88  
2004 1110 000 1110 1110

ACKNOWLEDGMENT

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE     )

On this 27th day of March, 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared Thomas R. Woolsey, who acknowledged to me that he is the Senior Vice President, Senior Counsel and Corporate Secretary of Southeast Banking Corporation, a Florida corporation, and that he executed as said officer the foregoing Articles of Merger of said Corporation as his act and deed and as the act and deed of said Corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and year first aforesaid.

\_\_\_\_\_  
Notary Public

My commission expires:

[Seal]