

318573

100002553991--6

Merger  
Filed 4-30-70

12pgs.

3-18573 (e)

SOUTHEAST BANCORPORATION,  
INC.

Merger of FLORIDA BOND  
AND MORTGAGE COMPANY  
(A-43439) into above corp.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA.  
by...jl...on...4/30/70.....

TOM ADAMS  
SECRETARY OF STATE

Mr. Allen  
 Mr. B. Allen  
 Mr. C. Allen  
 Mr. D. Allen  
 Mr. E. Allen  
 Mr. F. Allen  
 Mr. G. Allen  
 Mr. H. Allen  
 Mr. I. Allen  
 Mr. J. Allen  
 Mr. K. Allen  
 Mr. L. Allen  
 Mr. M. Allen  
 Mr. N. Allen  
 Mr. O. Allen  
 Mr. P. Allen  
 Mr. Q. Allen  
 Mr. R. Allen  
 Mr. S. Allen  
 Mr. T. Allen  
 Mr. U. Allen  
 Mr. V. Allen  
 Mr. W. Allen  
 Mr. X. Allen  
 Mr. Y. Allen  
 Mr. Z. Allen

SCOTT MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

April 28, 1970

PAID 10 CENTS

ONLY IN POSTAGE

NO RETURN

Mr. Roy Allen  
 Bureau Chief  
 Corporations Division  
 Secretary of State  
 Tallahassee, Florida

Re: Southeast Bancorporation, Inc.

Dear Roy:

Enclosed are the various corporate documents that I  
 discussed with you by telephone on Monday, April 27th, that need  
 to be filed on behalf of Southeast Bancorporation, Inc. on (not  
 yet before) Thursday, April 30. They are as follows:

(1) Original executed Merger Agreement between  
 Southeast Bancorporation, Inc. and Florida Bond and Mortgage  
 Company, with Southeast being the surviving corporation.

(2) Three carbon copies of the Merger Agreement which  
 I would like to have certified by your office.

(3) Original executed Amendment to the Certificate of  
 Incorporation of First State Bank, Inc., a Florida corporation,  
 which changes the name to Florida Bond and Mortgage Company. This  
 company will act as a non-sister corporation.

(4) One carbon copy of the Certificate of Amendment  
 which I would like to have certified by your office.

(5) Check payable to the Secretary of State of Florida  
 in the aggregate amount of \$40.00, for the following fees:

C. TAX	
FILING	10
R. AGENT FEE	
C. COPY	15
TOTAL	25
R. BANK	25
BALANCE DUE	
REFUND	

MAY - 1970  
 FILED  
 APR 30 4 10 PM '70  
 TALLAHASSEE, FLORIDA  
 35348 \*\*\*\*10

SCOTT MCCARTHY STEEL HECTOR & DAVIS

Mr. Roy Allen  
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April 28, 1970

- (a) Filing of Merger Agreement - \$10.00
- (b) Three certified copies of  
Merger Agreement - 15.00
- (c) Filing of Pine Tree  
Manor, Inc. Charter  
Amendment - 10.00
- (d) One certified copy of  
Charter Amendment - 5.00  
\$40.00

(6) Executed final corporation return of Florida Bond with respect to the capital stock tax due and payable by Florida Bond for the period July 1, 1968 through May 1, 1970.

(7) Check payable to the Department of Revenue - State of Florida in the amount of \$150.00, which is the total amount of the capital stock tax paid by Florida Bond last year. So as not to inadvertently pay less than that which might be required upon proration, we determined to pay the full amount and thus avoid any possible complications or delays. We can get a refund for excess payment at the convenience of the Department of Revenue.

The closing for the statutory merger of Southeast and Florida Bond is to be on Thursday, April 30, 1970. Roy, I would greatly appreciate it if you would clear the capital stock tax payment with the Department of Revenue, and insure that all papers are in good order for filing by you, but not file either the Merger Agreement or the Charter Amendment until I call you on Thursday and tell you by telephone that the closing has been completed. We wish to have the

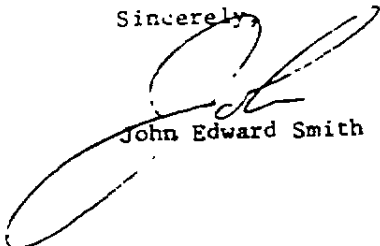
SCOTT MCCARTHY STEEL HECTOR & DAVIS

Mr. Roy Allen  
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April 28, 1970

filing on the last day of the month so as to simplify the preparation of certain tax returns and also for convenience in our corporate records.

Once again I appreciate your kind assistance and helpfulness in volunteering to take care of the capital stock tax problem for us. It is a pleasure to deal with your office after dealing with similar offices in other states, including Delaware. I hope that the proposed corporate legislation that is before the House and Senate will encourage more companies to charter in Florida and to advantage themselves of your services.

Sincerely,



John Edward Smith

JES/sc  
Encls.

cc: John B. White, Esq. (w/o encl.)  
Mr. George F. Arata, Jr. (w/o encl.)  
Mr. Walter Rogers (w/o encl.)

MERGER AGREEMENT

THIS MERGER AGREEMENT, made and entered into this 28th day of April, 1970, by and between the following-named corporations (hereinafter collectively referred to as the "Constituent Corporations"); to be effective as of the date on which copies of this Merger Agreement are filed with and approved by the Secretary of State of the State of Florida:

SOUTHEAST BANCORPORATION, INC., a Florida corporation

("Southeast")

FLORIDA BOND AND MORTGAGE COMPANY, a Florida corporation

("Florida Bond")

W I T N E S S E T H:

WHEREAS, Southeast is a corporation duly organized and existing under the laws of the State of Florida, and having an authorized capital stock of 5,000,000 shares of common stock \$5.00 par value, and 500,000 shares of Series Voting Preferred Stock, no par value, and Florida Bond is a corporation duly organized and existing under the laws of the State of Florida, and

WHEREAS, the Boards of Directors of each of the Constituent Corporations and the stockholders of Florida Bond deem it advisable for their general welfare and advantage that they merge into a single surviving corporation under the laws of the State of Florida, and that said surviving and continuing corporation shall not be a new corporation but shall be Southeast, one of the Constituent Corporations, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (hereinafter called the "Merger");

C. TAX .....  
FILING .....  
F. DOCUMENT FEE .....  
C. COPY .....  
TOTAL .....  
N. BARR .....  
BALANCE DUE .....  
REFUND .....

FILED  
APR 30 4 18 PM '70  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 608 of the Florida Statutes, that the Constituent Corporations shall be, and they are hereby, merged into a single corporation, namely Southeast, one of the parties hereto (herein sometimes referred to as the "Surviving Corporation"); and that the Constituent Corporation other than the Surviving Corporation will sometimes hereinafter be referred to as the "Merging Corporation"; and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Constituent Corporations shall be as hereinafter set forth:

#### ARTICLE I

##### Corporate Existence of Surviving Corporation

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation, said Southeast, shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, as well of a public as of a private nature, and all debts due the Merging Corporation, on whatever account and other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situate, and the ownership of any right or privilege vested

in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights, and immunities, whether public or private, of the Surviving Corporation, Southeast, shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

#### ARTICLE II

##### Continuation of Certificate of Incorporation of the Surviving Corporation

The Certificate of Incorporation of Southeast, as presently filed and recorded, shall upon the Merger, continue as the Articles of Incorporation of the Surviving Corporation and shall remain the instrument to be referred to when reference is to be made to the Articles of Incorporation of the Surviving Corporation immediately after the merger.

#### ARTICLE III

##### Continuation of By-Laws of Surviving Corporation

The By-Laws of the Surviving Corporation, Southeast, in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended, or repealed.



#### ARTICLE IV

##### Continuation of Officers and Directors of Surviving Corporation

The Officers and Directors of Surviving Corporation, Southeast, in effect at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are elected and qualified.

#### ARTICLE V

##### Manner of Converting Shares

The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

A. Upon the Merger becoming effective, each outstanding share of the capital stock of the Merging Corporation, Florida Bond, shall be and become forthwith exchanged for 24.704 shares of the common stock of Southeast, plus such additional shares as may be issued under the terms and conditions described in the Agreement of Merger executed on December 19, 1969 by and between the Constituent Corporations and the stockholders of the Merging Corporation.

B. Upon the Merger becoming effective, each and every share of capital stock of the Merging Corporation, and the certificates representing the same, shall be deemed to have been cancelled and shall thereafter be of no force and effect.

#### ARTICLE VI

##### Miscellaneous Provision

The Merger shall become effective upon the filing of this Agreement of Merger in the Office of the Secretary of State of the State of Florida, as required by law.

The above and foregoing Merger Agreement having been adopted by the directors of each of the Constituent Corporations named in said Agreement, and having been adopted and approved by the stockholders of the Merging Corporation in accordance with the laws of Florida, and duly certified as required by law, the President and Secretary of each of said Constituent Corporations do now hereby sign and execute this Merger Agreement, under the corporate seals of their respective corporations as the respective act, deed and agreement of each of said Constituent Corporations, and each of said Constituent Corporations has caused this Agreement to be signed in its name and on its behalf by its President and by its Secretary under its corporate seal and to be acknowledged by

FLORIDA BOND AND MORTGAGE COMPANY

SOUTHEAST BANCORPORATION, INC.

By Walter Rogers  
Walter Rogers, President

By Charles J. Wick  
Charles J. Wick, President

Attest:

Shirley B. Jones

Attest:

George F. Arata, Jr.  
George F. Arata, Jr., Secretary

[S E A L]

[S E A L]

ACKNOWLEDGMENT OF PRESIDENT AND SECRETARY

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came, WALTER ROGERS and SHIRLEY B. JONES, President and Secretary respectively of FLORIDA BOND AND MORTGAGE COMPANY, a corporation organized and existing under the laws of the State of Florida, each a party to the above and foregoing Agreement, known to me personally to be the President and Secretary of said corporation, and before me acknowledged said Agreement to be their act, deed and agreement, and the respective act, deed and agreement of said corporation, and the seal affixed thereto to be the common and corporate seal of said corporation, duly affixed by authority of said corporation, and that the signing, sealing, acknowledgment and delivery of said Agreement was duly authorized by resolution of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 27th day of April, 1970.

John B. White  
Notary Public, State of Florida at Large

My Commission expires:  
Notary Public, State of Florida at Large  
My commission expires Sept. 15, 1971  
Bonded by Transamerica Insurance Co.

ACKNOWLEDGMENT OF PRESIDENT AND SECRETARY

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came CHARLES J. ZWICK and GEORGE F. ARATA, JR., President and Secretary respectively of SOUTHEAST BANCORPORATION, INC., a corporation organized and existing under the laws of the State of Florida, each a party to the above and foregoing Agreement, known to me personally to be the President and Secretary of said corporation, and before me acknowledged said Agreement to be their act, deed and agreement, and the respective act, deed and agreement of said corporation, and the seal affixed thereto to be the common and corporate seal of said corporation, duly affixed by authority of said corporation, and that the signing, sealing, acknowledgment and delivery of said Agreement was duly authorized by resolution of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of April, 1970.

Richard J. Graham  
Notary Public, State of Florida at Large

My Commission expires:  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
COMMISSION EXPIRES MAR. 31, 1974  
JOHN L. B. BOWEN

CERTIFICATE OF SECRETARY

I, GEORGE F. ARATA, JR., do certify that I am Secretary of the following corporation organized and existing under the laws of the State of Florida:

SOUTHEAST BANCORPORATION, INC.

And I do hereby certify, as Secretary of the aforesaid Corporation, and under the seal of said Corporation, that the foregoing Merger Agreement was duly adopted in accordance with the provisions of the Laws of Florida and particularly Florida Statutes §608.20(3), by action of the aforesaid Corporation's Board of Directors at a meeting duly called and held, and without any vote of the aforesaid Corporation's stockholders.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the said corporation this 28 day of April, 1970.

SOUTHEAST BANCORPORATION, INC.

George F. Arata, Jr.  
George F. Arata, Jr., Secretary

[S E A L]

CERTIFICATE OF SECRETARY

I, Shirley B. Jones, do certify that I am Secretary of the following corporation organized and existing under the laws of the State of Florida:

FLORIDA BOND AND MORTGAGE COMPANY

And I do hereby certify, as Secretary of the aforesaid Corporation, and under the seal of said Corporation, in accordance with the provisions of the Laws of Florida, that the above and foregoing Merger Agreement was duly submitted to the stockholders of said corporation at a meeting of the stockholders for the purpose of approving said merger and taking such action as might be necessary to accomplish same; that said meeting was held after due and proper notice to all stockholders of record of the time, place and purposes thereof or waiver thereof; that at said meeting said Merger Agreement was considered, and vote was taken for the adoption and approval or rejection of said Merger Agreement; that one hundred (100%) per cent of the votes of the stockholders of said corporation holding stock in said corporation entitling them to exercise all of the voting power on the proposal to merge said corporation into the surviving corporation were for the adoption and approval of said Merger Agreement; and that said Merger Agreement was at said meeting adopted and approved, as required by law, as the respecting act and deed of the aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the said corporation this 27th day of April, 1970.

FLORIDA BOND AND MORTGAGE COMPANY

[S E A L]

Shirley B. Jones  
Secretary