

318573

Merger
Filed 12-29-81

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7pgs.

ARTICLES OF MERGER
PROFIT CORPORATION

SOUTHEAST MERGER COMPANY
(Charter #350701)

-----merging into-----

SOUTHEAST BANKING CORPORATION

Surviving Charter Number: 318513

Filing Date: December 29, 1981

mk 12/30
318573

STEEL HECTOR & DAVIS
 SOUTHEAST FIRST NATIONAL BANK BUILDING
 MIAMI, FLORIDA 33131
 TELEX 51-5758

NOEL H. NATION, P.A.
 305-577-2444

PALM BEACH OFFICE
 205 WORTH AVENUE
 PALM BEACH, FLORIDA 33480

December 23, 1981

State of Florida
 Department of State
 Division of Corporations
 The Capitol
 Tallahassee, FL 32301

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Merger of Southeast Merger Company into Southeast Banking Corporation. You are kindly requested to return one certified copy to us at our Miami address. A check in the amount of \$45.00 to cover expenses is enclosed.

Best wishes for the Holiday Season.

Sincerely,

Noel H. Nation, P.A.
 NOEL H. NATION, P.A.

Enclosures
 NHN:gr

CHARTER TAX _____
 C. TAX _____
 FILING FEE 30
 R. AS _____
 C. CO. 15
 TOTAL 45 *of Jm*
 W. B. _____
 BALANCE DUE _____
 REFUND _____

DEC 23 9 30 AM '81
 FILED

Name	
Availability	12-29-81
Document Examiner	<i>Jm</i>
Up later	PA 12-29
Update Verifier	
Acknowledgement	
V.P. Verifier	

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ARTICLES OF MERGER
OF
SOUTHEAST MERGER COMPANY
INTO
SOUTHEAST BANKING CORPORATION

FILED
1953 9 24 AM
STATE
OFFICE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.227 of the Florida General Corporation Act, which governs the merger of a subsidiary corporation into its parent corporation, the following Articles of Merger are hereby adopted:

ARTICLE I

Parties

The names of the corporations which are parties to this merger are:

Southeast Merger Company, a Florida corporation, the capital stock of which is wholly-owned by,

Southeast Banking Corporation, a Florida corporation, which shall be the surviving corporation of this merger.

ARTICLE II

Survivor

Southeast Merger Company merges with and into Southeast Banking Corporation, the surviving corporation.

ARTICLE III

Parent/Subsidiary Relationship

The number of authorized, issued and outstanding shares of Southeast Merger Company is 1,000 shares of common stock having a par value of \$1.00 per share. All of said 1,000 shares are of one class and are owned by Southeast Banking Corporation.

ARTICLE IV

Statement Regarding Articles of
Surviving Corporation

The Articles of Incorporation of Southeast Banking Corporation will be Articles of Incorporation of the surviving corporation.

ARTICLE V

Notice to Shareholders

Pursuant to Section 607.227(4), the sole shareholder of the Southeast Merger Company, Southeast Banking Corporation, has waived, and hereby waives, the mailing to it of the Plan of Merger.

ARTICLE VI

Effective Time of Merger

The Merger shall become effective on the day on which these Articles are filed by the Department of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger are adopted pursuant to Chapter 607 of the Florida Statutes by Southeast Banking Corporation and by Southeast Merger Company this 18 day of December, 1981.

SOUTHEAST BANKING CORPORATION

By: *Thomas Zwick*

Vice-President

John M. Lindsay
Secretary

SOUTHEAST MERGER COMPANY

By: *Thomas Zwick*

Vice-President

John M. Lindsay
Secretary

ACKNOWLEDGMENT OF SECRETARY
OF SOUTHEAST MERGER COMPANY

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 John M. Lindsey, Secretary of Southeast Merger Company, a
corporation organized and existing under the laws of the State of Florida,
and a party to the above and foregoing Articles of Merger, known to me
personally to be the Secretary of said Corporation, and before me
acknowledged the above and foregoing Articles of Merger to be the act,
deed and agreement of said corporation, and that the signing, acknowledgment
and delivery of said Articles of Merger was duly authorized by resolutions
of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12 day of December, 1931.

Nelson A. Jensen
Notary Public

State of Florida
NOTARY PUBLIC STATE OF FLORIDA
PROBATION BOARD REG. NO. 12345
MY COMMISSION EXPIRES SEPT. 8, 1933

ACKNOWLEDGMENT OF SECRETARY
OF SOUTHEAST BANKING CORPORATION

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 John M. Lindsey, Secretary of Southeast Banking Corporation, a corporation organized and existing under the laws of the State of Florida, and a party to the above and foregoing Articles of Merger, known to me personally to be the Secretary of said Corporation, and before me acknowledged the above and foregoing Articles of Merger to be the act, deed and agreement of said Corporation, and that the signing, acknowledgment and delivery of said Articles of Merger was duly authorized by resolutions of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of December, 1981.

Helen G. Jensen
Notary Public

State of Florida

NOTARY PUBLIC STATE OF FLORIDA
BORNED THIS 22ND DAY OF APRIL 1934
MY COMMISSION EXPIRES SEPT. 6, 1985