

318573

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Merger

Filed 5-20-71

12 pgs.

3-18573 (j)

SOUTHEAST BANKING CORPORATION

Agreement of Merger merging  
LON WORTH CROW COMPANY  
(A 30655) into above corp.

FILED IN OFFICE OF DEPARTMENT  
OF STATE, STATE OF FLORIDA.  
by ps on May 20, 1971

RICHARD (DICK) STONE  
SECRETARY OF STATE

corp-1

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

TALLAHASSEE, FLORIDA 32301

W. A. SCOTT  
1928-1929

WILLIAM W. PETERSON  
OF COUNSEL

TELEPHONE  
(903) 377-3684

JAMES M. SWEENEY JR.  
JOHN EDWARD SMITH  
NORMAN A. CILL  
BENNIE S. KING  
SHEPARD KING  
ARDEN COBB, JR.  
MATTHEW K. CHILDS  
BARRY R. DAVIDSON  
GEOEL K. NATION

May 13, 1971

*Added to file  
#4 - 127,627*

Mr. Roy Allen  
Secretary of State Office  
The Capitol  
Tallahassee, Florida

Re: Merger of Lon Worth Crow Company into  
Southeast Banking Corporation

Dear Mr. Allen:

It was nice to have the opportunity to finally get to talk to you via telephone yesterday. John Smith has mentioned you frequently with respect to just such things as favors or courtesies like the present one. As per our conversation yesterday, I enclose the following:

1. Nine executed originals of the Merger Agreement between the subject corporations.
2. A Corporation Report and Tax Return for Lon Worth Crow Company, and copy.
3. A check from Lon Worth Crow Company for the Corporation's Stock Tax Liability, in the amount of \$352.22.
4. Our check in the amount of \$50.00 to cover the fee for filing the Merger Agreement and for issuing eight certified copies thereof.

G. TAX	
FILING	70
R. AGENT FEE	
C. COPY	40
TOTAL	50
N. BANK	
EXAM. DUTY	35
REFUND	

*wants \$15 cc  
OK  
in file  
OK to all*

As John and I related to you by telephone, it is anticipated that the Merger will be consummated on Monday, May 17, 1971 or shortly thereafter. The parties desire that it be declared effective officially at such time as they receive the tax ruling letter from the Internal

*15 c.c.*

*15/75  
5180  
5175  
5180  
5175*

MCCARTHY STEEL HECTOR & DAVIS

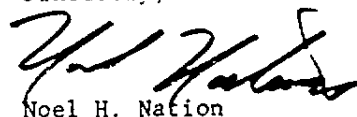
Mr. Roy Allen  
May 13, 1971  
Page two

Revenue Service.

The Merger Agreement is complete except for a blank on page 4. This blank represents the number of shares to be transferred pursuant to the Merger and will be known to us on Monday, May 17, 1971 or on the date on which we close the transaction. We will call you as soon as this figure is available, so that you might complete the Agreement, file it, and confirm that it is effective as of whatever date on which this occurs.

Thank you again for your kind cooperation and assistance in this matter. I look forward to taking with you again on Monday to confirm receipt of this letter and its enclosures.

Sincerely,



Noel H. Nation

NHN:ph  
Enclosures

FILED

MAY 20 3 02 PM 1971

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MERGER AGREEMENT

THIS MERGER AGREEMENT, made and entered into as of this 13<sup>th</sup> day of May, 1971, 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 BANKING CORPORATION, a Florida corporation  
formerly known as Southeast Bancorporation, Inc.  
("Southeast")

LON WORTH CROW COMPANY, a Florida corporation ("Mortgage  
Company")

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, with an authorized capital stock of 10,000,000 shares of Common Stock, \$5.00 par value, and 500,000 shares of Series Voting Preferred Stock, no par value, and Mortgage Company is a corporation duly organized and existing under the laws of the State of Florida, with an authorized capital stock consisting of 1,000,000 shares of Common Stock, \$.10 par value, and 5,000 shares of Preferred Stock, \$100 par value, and

WHEREAS, the Boards of Directors of each of the Constituent Corporations and the Stockholders of Mortgage Company 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

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 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 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 office 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, the issued and outstanding shares of the capital stock of the Merging Corporation, Mortgage Company, consisting of 415,540 shares of common stock and 4,147 shares of preferred stock, shall be and become forthwith exchanged for an aggregate of 127,627 shares of the Common Stock of Southeast, subject to the terms and conditions of that certain Agreement of Proposed Merger and Plan of Reorganization executed by the Constituent Corporations and the Mortgage Company Stockholders and dated October 29, 1970

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 Merger Agreement in the Office of the Secretary of State of the State of Florida, as required by law.

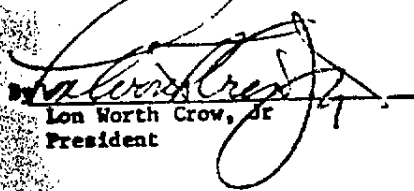
The above and foregoing Merger Agreement having been adopted by the directors of each of the Constituent Corporations named in said Agreement, and having been adopted and approved by the stockholders of the Merging Corporation in accordance with the laws of Florida, and duly certified as required by law, the President or Vice President and Secretary, or Assistant Secretary of each of said Constituent Corporations do now hereby sign and execute this Merger Agreement as of the date first written above, 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 or a Vice President and by its Secretary or an Assistant Secretary under its corporate seal and to be acknowledged by its President or Vice President, as the case may be.

LONG WORTH CROW COMPANY

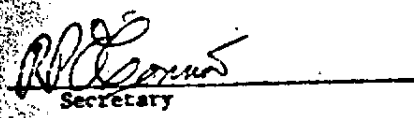
SOUTHEAST BANKING CORPORATION

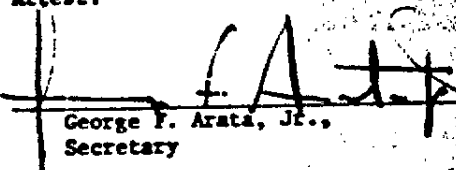
  
Lon Worth Crow, Jr.  
President

By   
Charles J. Zyck  
President

Attest:

Attest:

  
Secretary

  
George F. Arata, Jr.,  
Secretary

[S E A L]

[S E A L]

ACKNOWLEDGMENT OF PRESIDENT AND SECRETARY  
OF LONG WORTH CROW COMPANY

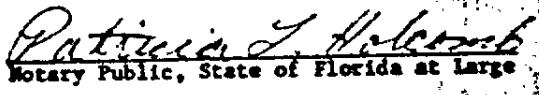
STATE OF FLORIDA)

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, Lon Worth Crow, Jr. and R. P. O'Connor, President and Secretary respectively of Long Worth Crow 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 13th day of May, 1971.

  
Notary Public, State of Florida at Large

My Commission expires:

Notary Public, State of Florida at Large  
My Commission Expires April 6, 1973  
Bonded by Transamerica Insurance Co

ACKNOWLEDGMENT TO PRESIDENT AND SECRETARY  
OF SOUTHEAST BANKING CORPORATION

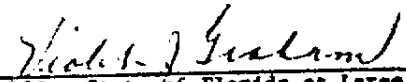
STATE OF FLORIDA)

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 CHARLES J. ZWICK and GEORGE F. ARATA, JR., President and Secretary respectively of SOUTHEAST BANKING CORPORATION, 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 13<sup>th</sup> day of May, 1971.

  
Notary Public, State of Florida at Large

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES MARCH 31, 1974  
BUREAU 2800 PALM W. DUNSTON

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 BANKING CORPORATION

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 Statute §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 13<sup>th</sup> day of May, 1971.

SOUTHEAST BANKING CORPORATION

  
George F. Arata, Jr., Secretary

[S E A L]

CERTIFICATE OF SECRETARY

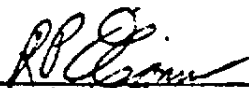
I, R. P. O'Connor, do certify that I am Secretary of the following corporation organized and existing under the laws of the State of Florida:

LON WORTH CROW 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 for the purpose of approving said merger and taking such action as might be necessary to accomplish same; that said Merger Agreement was considered, and that such proportion of the outstanding stock of said Corporation as is required by the laws of Florida and the Certificate of Incorporation of said Corporation was voted for the adoption and approval of said Merger Agreement and for the proposal to merge said Corporation into the Surviving Corporation; and that said Merger Agreement was duly 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 13<sup>th</sup> day of May, 1971.

LON WORTH CROW COMPANY

  
\_\_\_\_\_  
R. P. O'Connor  
Secretary

[S E A L]

SOUTHEAST BANKCORPORATION, INC.

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Harry Hood Bassett	Chairman of the Board	100 S. Biscayne Boulevard, Miami, Fla. 33131
Carl H. Bruns	President	100 S. Biscayne Boulevard, Miami, Fla. 33131
Ray F. Basten	Executive Vice President - Controls and Operations	100 S. Biscayne Boulevard, Miami, Fla. 33131
Charles J. Zwick	Chairman Planning Committee	100 S. Biscayne Boulevard, Miami, Fla. 33131
Richard J. Vogt	Senior Vice President - Corporate Planning	100 S. Biscayne Boulevard, Miami, Fla. 33131
Robert W. Mathy	Treasurer	100 S. Biscayne Boulevard, Miami, Fla. 33131
George F. Arata, Jr.	Secretary	100 S. Biscayne Boulevard, Miami, Fla. 33131
Carl W. Rose	Comptroller	100 S. Biscayne Boulevard, Miami, Fla. 33131
Mariano Fernandez	Auditor	100 S. Biscayne Boulevard, Miami, Fla. 33131
Philip N. McCarty	Assistant Vice President - Development	100 S. Biscayne Boulevard, Miami, Fla. 33131
VanDyne McCutcheon	Assistant Vice President	100 S. Biscayne Boulevard, Miami, Fla. 33131
Palmer S. Reynold	Assistant Auditor	100 S. Biscayne Boulevard, Miami, Fla. 33131

<u>Directors</u>	<u>Address</u>
Harry Hood Bassett	100 S. Biscayne Boulevard, Miami, Florida 33131
Ray F. Basten	100 S. Biscayne Boulevard, Miami, Florida 33131
Carl H. Bruns	100 S. Biscayne Boulevard, Miami, Florida 33131
Roy H. Hawkins	1507 First National Bank Building, Miami, Florida 33131
Louis J. Hector	100 S. Biscayne Boulevard, Miami, Florida 33131
Robert Macht	1501 Biscayne Boulevard, Miami, Florida 33132
Edward F. Swenson, Jr.	1515 First National Bank Building, Miami, Florida 33131
Mitchell Wolfson	306 N. Miami Avenue, Miami, Florida 33128
Charles J. Zwick	100 S. Biscayne Boulevard, Miami, Florida 33131