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Merger
Filed 11-30-70

10pgs.

3-18573 (g)

SOUTHEAST RANCORPORATION,
INC.

Agreement of Merger merging
D.R. MEAD & COMPANY (A-32675)
into above corp.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by...jl. on. 11/30/70.....

TOM ADAMS
SECRETARY OF STATE

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

November 25, 1970

ALFRED L. MCCARTHY
WILLIAM C. STEEL
LOUIS J. HECTOR
GARREY A. DAVIS
OWEN H. SULLIVAN
WILLIAM B. RILLIAN
GEORGE L. PATTERSON
ERNEST J. HEWETT
JERRY B. CROCKETT
WILSON SMITH
TALBOT DALEHBERTE
JAMES H. SWEENEY, JR.
JOHN EDWARD SMITH
ARTHUR J. ENGLAND, JR.
NORMAN A. COLL
DENNIS G. KING
SHEPARD KING
ARON DOBS, JR.
MATTHEW M. CHILDS
BARRY R. DAVIDSON
NOEL K. NATION

PAUL R. SCOTT
1966-1967

WILL M. PRESTON
OF COUNSEL

TELEPHONE
(904) 377-3611

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Miss Nettie Sims
Secretary of State's Office
State of Florida
Tallahassee, Florida

Re: Merger of D. R. Mead & Co. into Southeast Bancorporation, Inc.

Dear Miss Sims:

Pursuant to our conversation earlier today I have enclosed the following:

1. Two executed originals of the Merger Agreement between the subject corporations.
2. A corporate report and tax return for D. R. Mead & Co.
3. A check in the amount of \$166.66 from D. R. Mead & Co. for the corporation stock tax liability, and a check in the amount of \$15.00 to cover the fee for filing the Merger Agreement, and for issuing a certified copy thereof (pardon my personal check but the bookkeeper had gone for the day.)

As John Smith and I related to you by telephone, the Merger Agreement is completed in all respects except for a blank on page 4. This blank represents the number of shares to be transferred to the Merger and will be known to us on November 30, 1970. We will call you as soon as it is available so that the Agreement will be completed and filed on November 30, 1970.

Once again I thank you for your cooperation and assistance in this matter.

DEC 2 1970

Very truly yours,

Shepard King

P.S. We normally send an affidavit by the President of the corporation stating that all taxes have been paid. This form will be mailed to your personal attention from the corporation under separate cover.

1 1 25700 +-----5.00
25600 -----10.00

FILING.....	15
R. AGENT FEE.....	5
G. COPY.....	15
TOTAL.....	35
R. INK.....	15
BALANCE DUE.....	
PAID.....	

49,911

MERGER AGREEMENT

THIS MERGER AGREEMENT, made and entered into as of this 25th day of November, 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")

D. R. MEAD & COMPANY, a Florida corporation ("Mead")

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 5,000,000 shares of Common Stock, \$5.00 par value, and 500,000 shares of Series Voting Preferred Stock, no par value, and Mead is a corporation duly organized and existing under the laws of the State of Florida, with an authorized capital stock consisting of 250,000 shares of Common Stock, \$1.00 par value, and

WHEREAS, the Boards of Directors of each of the Constituent Corporations and the Stockholders of Mead 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");

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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 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 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, the issued and outstanding shares of the capital stock of the Merging Corporation, Mead, consisting of 250,000 shares of common stock, shall be and become forthwith exchanged for an aggregate of 49911 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 Mead Stockholders and dated August 11, 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.

D. R. MEAD & COMPANY

SOUTHEAST BANCORPORATION, INC.

By D. Richard Mead, Jr.
D. Richard Mead, Jr.
President

By Charles J. Zwick
Charles J. Zwick
President

Attest:

Richard A. Ratal
Secretary

Attest:

George J. Arata, Jr.
Secretary

[S E A L]

[S E A L]

ACKNOWLEDGMENT OF PRESIDENT AND SECRETARY
OF D. R. MEAD & 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, D. Richard Mead, Jr. and Richard A. Ratal, President and Secretary respectively of D. R. Mead & 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 25 day of November, 1970.

Madelaine A. Goddard
Notary Public, State of Florida at Large

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
COMMISSION EXPIRES NOV. 12, 1971
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
COMMISSION EXPIRES NOV. 12, 1971
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
COMMISSION EXPIRES NOV. 12, 1971

ACKNOWLEDGMENT OF VICE PRESIDENT AND SECRETARY
OF SOUTHEAST BANCORPORATION, INC.

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 25 day of NOVEMBER, 1970.

Fluence A. Araya
Notary Public, State of Florida at Large

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 28, 1972

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 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 25 day of November 1970.

SOUTHEAST BANCORPORATION, INC.

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

CERTIFICATE OF SECRETARY

I, Rebecca S. Lott, do certify that I am Secretary of the following corporation organized and existing under the laws of the State of Florida:

D. R. MEAD & 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 sole stockholder 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 one hundred (100%) per cent of the outstanding stock 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 25th day of June, 1970.

D. R. MEAD & COMPANY

Rebecca S. Lott
Secretary

[S E A L]