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H07987

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Barnett Investments, Inc.

into:

Nations Banc Investments, Inc.

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Liability Company | ☐ Annual Report | ☐ Other |
| ☐ Foreign | ☐ Fict. Filing | ☐ Change of P.A. |
| ☐ Limited Partnership | ☐ Photo Copies | ☐ UCC-1 UCC-3 |
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SEP 29 1998

Thanks, Melanie ☺

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BARNETT INVESTMENTS, INC., a Florida corporation, G80376

INTO

NATIONSBANC INVESTMENTS, INC., a Florida corporation, H07987.

File date: September 29, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
for the merger of
BARNETT INVESTMENTS, INC., a Florida Corporation
into
NATIONSBANC INVESTMENTS, INC., a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Plan of Merger is attached to and made a part of these Articles of Merger.
2. (a) Barnett Investments, Inc. ("Barnett") is authorized to issue 1,000 shares of common stock, \$100.00 par value, of which 1,000 shares are issued and outstanding and all of which are owned by Barnett Bank, N.A., a national bank. On September 22, 1998, the shareholder of Barnett executed a shareholder consent to approve the Plan of Merger. Of the 1,000 shares entitled to vote on the Plan of Merger, the number of shares voting for the Plan of Merger was 1,000 and the number of shares voting against the Plan of Merger was 0.

(b) NationsBanc Investments, Inc. ("NBII") is authorized to issue 1,000 shares of common stock, \$20.00 par value, of which 1,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A., a national bank. On September 22, 1998, the shareholder of NBII executed a shareholder consent to approve the Plan of Merger. Of the 1,000 shares entitled to vote on the Plan of Merger, the number of shares voting for the Plan of Merger was 1,000 and the number of shares voting against the Plan of Merger was 0.
3. All of the property, rights, privileges, leases and patents of Barnett are to be transferred to and become the property of NBII, the surviving corporation. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
4. These Articles of Merger shall be effective on the date of filing with the Florida Department of State.

[Signatures on Following Pages]

Dated September 23, 1998

NATIONSBANC INVESTMENTS, INC.

[seal]

By: Henry J. Rose
Henry J. Rose, President

Attested by: Edward J. Stark
Edward J. Stark, Secretary

STATE OF North Carolina

SS

COUNTY OF Mecklenburg

I, Sue Ann Yoder, a notary public, do hereby certify that on this 23rd day of September, 1998, personally appeared before me Henry J. Rose, who, being by me first duly sworn, declared that he is the President of NationsBanc Investments, Inc., that he signed the foregoing document as President of the corporation, and that the statement therein contained are true.

Sue Ann Yoder
Notary Public

My Commission Expires 2-29-2000

Dated September 23, 1998

BARNETT INVESTMENTS, INC.

By: *John E. Mack*

John E. Mack, President

Attested by: *Mary-Ann Lucas*

Mary-Ann Lucas, Secretary

STATE OF *North Carolina*

SS

COUNTY OF *Mecklenburg*

I, *Jacqueline MacRorie*, a notary public, do hereby certify that on this *23rd* day of September, 1998, personally appeared before me John E. Mack, who, being by me first duly sworn, declared that he is the President of Barnett Investments, Inc., that he signed the foregoing document as President of the corporation, and that the statement therein contained are true.

Jacqueline MacRorie
Notary Public

My Commission Expires
November 7, 1999

PLAN OF MERGER

Merging

BARNETT INVESTMENTS, INC., a Florida Corporation

into

NATIONSBANC INVESTMENTS, INC., a Florida Corporation

PLAN OF MERGER (this "Plan") of NationsBanc Investments, Inc., a Florida corporation, and Barnett Investments, Inc., a Florida corporation.

ARTICLE I

Definitions

1.1 Definitions. As used in this Plan, the following terms shall have the respective meanings set forth below:

"Barnett Common Stock" means the common stock of Barnett Investments, Inc.

"Effective Date" means the effective date of the Merger.

"Effective Time" means the effective time of the Merger.

"FBCA" means the Florida Business Corporation Act.

"NBII Common Stock" means the common stock, par value \$20.00 per share, of NBII.

ARTICLE II

Terms of the Merger

2.1 Parties to the Merger. The names of the corporations to be merged are NationsBanc Investments, Inc. ("NBII") and Barnett Investments, Inc. ("Barnett"). At the Effective Time, Barnett shall merge with and into NBII (the "Merger"), the separate corporate existence of Barnett shall cease and NBII shall survive and continue to exist as a Florida corporation (NBII, as the surviving corporation in the Merger, sometimes being referred to herein as the "Surviving Corporation").

NBII is a wholly-owned subsidiary of NationsBank, N.A. ("NationsBank"). Barnett is a wholly-owned subsidiary of Barnett Bank, N.A. ("Barnett Bank"). The Merger will be the result of the acquisition by NationsBank of 100% of the authorized and common stock of Barnett, pursuant to a Stock Purchase Agreement between NationsBank and Barnett Bank. The effective date of the Stock Purchase Agreement is March 26, 1998.

2.2 Effect of the Merger. The Merger shall become effective upon the occurrence of the filing of the Articles of Merger with the Florida Department of State (the "Department of State") in accordance with Section 607.0123 of the FBCA, or such later date and time as may be set forth in such Articles. The Merger shall have the effects prescribed in the FBCA.

2.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of NBII in effect immediately prior to the Effective Time shall continue in full force and effect after the Merger until amended or repealed in a manner provided by law.

2.4 Directors and Officers of NBII. The directors and officers of NBII immediately after the Merger shall be the directors and officers of NBII immediately prior to the Effective Time, until such time as their successors shall be duly elected and qualified.

ARTICLE III

Manner and Basis of Stock Purchase

3.1 Merger Consideration.

(a) *Outstanding NBII Common Stock.* The authorized capital stock of NBII is 1,000 shares of common stock, \$20.00 par value ("NBII Common Stock"), of which 1,000 shares are validly issued and outstanding, fully paid and non-assessable and all of which are owned by NationsBank, N.A. Each share of NBII issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding after the Merger.

(b) *Outstanding Barnett Common Stock.* The authorized capital stock of Barnett is 1,000 shares of common stock, \$100.00 par value ("Barnett Common Stock"), of which 1,000 shares are issued and outstanding and all of which are owned by NationsBank, N.A. The authorized capital stock of Barnett immediately prior to the Effective Time shall be canceled at the Effective Time and no consideration shall be issued in exchange therefor.

3.2 Rights as Stockholders; Stock Transfers. At the Effective Time, holders of Barnett Common Stock shall cease to be, and shall have no rights as, stockholders of Barnett. At the Effective Time, there shall be no transfers on the stock transfer books of Barnett or the Surviving Corporation of shares of Barnett Common Stock

3.3 Cancellation of Shares. At the Effective Time, all the authorized, issued and outstanding shares of Barnett Common Stock shall be canceled. No consideration shall be issued in exchange for the issued and outstanding shares Barnett Common Stock.

ARTICLE IV

Conditions to the Merger

4.1 Consummation of the Merger is conditioned upon the following:

- (a) Approval of this Plan by the Board of Directors and shareholder of the parties;
- (b) Receipt of required regulatory approvals;
- (c) Absence of governmental action prohibiting consummation;
- (d) Receipt of all required permits and authorizations under state securities laws; and
- (e) Performance of all required obligations by the respective parties and receipt by the parties of appropriate documents to such effect.

ARTICLE V

Termination

5.1 Termination of Merger. The Boards of Directors of NBII and Barnett may terminate and abandon the Merger at any time prior to the issuance of the Certificate of Merger, subject to any contractual rights, without further shareholder action, in such manner as shall be agreed upon by such Boards of Directors.