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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 06 2015

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DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: October 1, 2015

TO: Brenda Tadlock, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Matthew Kirchharr, Division of Financial Institutions

SUBJECT: Merger of Franklin Templeton Bank & Trust, F.S.B. into Fiduciary Trust
International of the South

Please file the attached "Merger Documents" (an original and 3 copies) for the above referenced institutions, using 5:00 PM October 1, 2015, as the effective date and time for the merger.

Please make the following distribution of certified copies of the merger documents:

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies to: Kimberly H. Novotny
Vice President and Assistant Secretary
Fiduciary Trust International of the South
300 S.E. 2nd Street
Fort Lauderdale, Florida 33301

Attached is a \$254.25 check which represents payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call Kimberly H. Novotny at (800) 368-3677.

Attachments

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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OFFICE OF FINANCIAL REGULATION

CERTIFICATE OF MERGER

WHEREAS, Section 658.41, Florida Statutes, provides for the merger of financial institutions; and

WHEREAS, I am satisfied that the terms of the Articles and Plan of Merger and Merger Agreement between the financial institutions described below comply with Section 658.43(3), Florida Statutes, and that the other regulatory conditions of the Office have been met,

NOW, THEREFORE, I, M. Barry Gilman, as Director of the Division of Financial Institutions, Office of Financial Regulation, do hereby issue this Certificate authorizing consummation of the merger of the following financial institutions:

Franklin Templeton Bank & Trust, F.S.B. OCC Charter # 715952
Salt Lake City, Salt Lake County, Utah

Fiduciary Trust International of the South Charter # 220-T
Coral Gables, Miami-Dade County, Florida

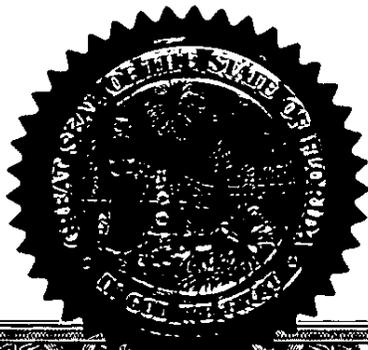
under the charter of: Fiduciary Trust International of the South
under the title of: Fiduciary Trust International of the South
under State Charter No: 220-T

And, I further authorize Fiduciary Trust International of the South to continue the transaction of a general trust business with main offices at 2 Alhambra Plaza, Coral Gables, Miami-Dade County, Florida, and with branch offices as authorized by law. On the effective date of merger, 5:00 p.m.-EDT, October-1, 2015, the charter and franchise of Franklin Templeton Bank & Trust, F.S.B. shall be merged with and into Fiduciary Trust International of the South.

Signed and Sealed this 1st
of October, 2015.

M. Barry Gilman, Director
Division of Financial Institutions

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SECRETARY OF
TALLAHASSEE



OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on May 8, 2015, to merge Franklin Templeton Bank & Trust, F.S.B., Salt Lake City, Salt Lake County, Utah, and Fiduciary Trust International of the South, Coral Gables, Miami-Dade County, Florida, and being satisfied that the conditions of approval have been met, I approve for filing with the Florida Department of State, the attached "Plan of Merger and Merger Agreement," which contains the Articles of Incorporation of Fiduciary Trust International of the South (the resulting entity), so that, effective 5:00 p.m. on October 1, 2015, they shall read as stated herein.

Signed on this 1 day
of October, 2015.



M. Barry Gilman, Director
Division of Financial Institutions

PLAN OF MERGER AND MERGER AGREEMENT

Franklin Templeton Bank & Trust, F.S.B.

with and into

Fiduciary Trust International of the South

under the charter of

Fiduciary Trust International of the South

under the title of

Fiduciary Trust International of the South

(Resulting Financial Institution)

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This AGREEMENT made between Fiduciary Trust International of the South (hereinafter referred to as "FTIOS") a financial institution organized under the laws of the state of Florida, with its main office located at 200 South Biscayne Blvd., Suite 3050, Miami, County of Dade, in the State of Florida, (and 3 branch offices located at 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, 100 Fountain Parkway, St. Petersburg, FL 33716 and 2255 Glades Road, Suite 324A, Boca Raton, FL 33431) with Total Capital Accounts of \$1,000,000, divided into 100,000 shares of Capital Stock, each with \$10.00 par value, Surplus of \$7,502,670, and Undivided Profits or Retained Earnings of \$10,529,388 as of March 31, 2015, and Franklin Templeton Bank & Trust, F.S.B. (hereinafter referred as "FTB&T"), a financial institution organized under the laws of the state of Utah, with its main office located at 47 West 200 South, Suite 500, Salt Lake City, County of Salt Lake, in the State of Utah, with Total Capital Accounts of \$4,939,217, divided into 105 shares of Common Stock, each with \$0 par value, 95 shares of preferred stock, each with \$100,000 par value, Surplus of \$11,145,193, and Undivided Profits of \$9,144,939 as of March 31, 2015, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given in accordance with the provisions of Section

658.40 through 658.45, Florida Statutes, witnesseth as follows:

SECTION 1.

Franklin Templeton Bank & Trust, F.S.B. shall be merged into Fiduciary Trust International of the South under the charter of Fiduciary Trust International of the South.

SECTION 2.

The name of the Resulting Financial Institution shall be "Fiduciary Trust International of the South." The Resulting Financial Institution will exercise trust powers.

SECTION 3.

The business of the Resulting Financial Institution shall be that of a trust company business. The business shall be conducted by the Resulting Financial Institution at its main office which shall be located at 200 South Biscayne Blvd., Suite 3050, Miami, and at each existing and proposed branch office as follows:

1. Fiduciary Trust International of the South - Fort Lauderdale Branch
300 S.E. 2nd Street
Fort Lauderdale, FL 33301
2. Fiduciary Trust International of the South - St. Petersburg Branch
100 Fountain Parkway
St. Petersburg, FL 33716
3. Fiduciary Trust International of the South - Boca Raton Branch
2255 Glades Road, Suite 324A
Boca Raton, FL 33431

As previously indicated, the Resulting Financial Institution will be relocating its main office effective June 29, 2015 to:

Fiduciary Trust International of the South
Two Alhambra Plaza
Penthouse 1
Coral Gables, FL 33134

SECTION 4.

The amount of Total Capital Accounts of the Resulting Financial Institution shall be \$1,000,000, divided into 100,000 shares of Capital Stock, each with

\$10.00 par value, and at the time the merger shall become effective, the Resulting Financial Institution shall have a Surplus of \$42,232,019, and Undivided Profits or Retained Earnings, which when combined with the capital stock and surplus will equal to the combined total capital accounts of all of the merging or constituent financial institutions as stated in the preamble of this agreement, adjusted, however for normal earnings and expenses between March 31, 2015, and the effective time of the merger and, for the cash payment of \$100.00 as set forth under Section 8 of this agreement.

SECTION 5.

All assets of Franklin Templeton Bank & Trust, F.S.B., as they exist at the effective time of the merger shall pass to and vest in the Resulting Financial Institution without any conveyance or other transfer; and the Resulting Financial Institution shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers, and duties of each constituent financial institution and the Resulting Financial Institution shall be responsible for all the liabilities of every kind and description, including liabilities arising out of the operation of a Trust Department, of each of the financial institutions existing as of the effective time of the merger.

SECTION 6.

As of the date hereof, FBT&T : (1) maintains deposit insurance through the Federal Deposit Insurance Corporation (FDIC), and, (2) holds a single deposit in the amount of \$500,000 in the name of a corporate affiliate. Neither the maintenance of deposit insurance through the FDIC nor the holding of a deposit account is an activity that is permissible for FTIOS. From and after this date, FBT&T (and after the consummation of the merger, FTIOS, as the successor institution) agreed to cease all nonconforming activities except as may be required under federal law to complete the termination plan set forth below.

As required by Section 655.418, Florida Statutes, the parties hereto agree to the following plan for the termination of these nonconforming activities:

Prior to the consummation of the merger:

A. In accordance with Section 8(p) of the Federal Deposit Insurance Act, the following materials will be filed with the FDIC by FBT&T:

1. A letter confirming that FTB&T has ceased accepting deposits (other than trust funds), and that it seeks to terminate its federal deposit insurance pursuant to Section 8(p) of the FDIA.
2. An executed Stipulation and Consent to the Issuance of an Order of Termination of Insurance.
3. An opinion of counsel indicating that, among other things, counsel is aware of the proposed termination of deposit insurance and agrees that FTB&T is not engaged in the business of receiving deposits and does not presently have or intend to offer in the future, deposits.
4. The form of notice to the affiliated depositor pursuant to 12 C.F.R. § 307.3 providing notice of voluntary termination of insured status.

B. FTIOS redeems the \$500,000 deposit and returns the funds to its affiliate.

C. The FDIC New York regional office will commence review to confirm that FTB&T is no longer engaged in the business of receiving deposits other than trust funds.

D. FTB&T prepays its deposit insurance assessment for the full quarterly assessment period that will follow the date of issuance of the Order of Termination.

Subsequent to the consummation of the Merger:

A. FTB&T's regulator, the Office of the Comptroller of the Currency, confirms to the FDIC that the merger has closed and that FTB&T's charter is no longer in existence.

B. The FDIC New York regional office completes its review to confirm that FTB&T is no longer engaged in the business of receiving deposits other than trust funds and recommends to the FDIC in Washington that FTB&T's deposit insurance be terminated.

C. The FDIC issues the Order of Termination of FTB&T's federal deposit insurance.

D. FTB&T's deposit insurance is terminated on the last day of the first full quarterly assessment period following the date of issuance of the Order of Termination.

SECTION 7.

Franklin Templeton Bank & Trust, F.S.B., shall contribute to the Resulting Financial Institution acceptable assets having a book value, over and above its liability to its creditors, of at least \$34.7 million, having an estimated fair value as shown on the books of the financial institution over and above its liability to its creditors, of at least \$34.7 million, or 100% of the estimated fair value of the excess acceptable assets, over and above liabilities to creditors, of the Resulting Financial Institution, adjusted, however, for normal earnings and expenses between March 31, 2015, and the effective time of the merger, and for allowance of cash payments, if any, permitted under this agreement. The difference between the book value and the

estimated fair value of assets to be contributed by Franklin Templeton Bank & Trust, F.S.B. is made up as follows:

None. We estimate the book value represents the fair value of FTB&T.

SECTION 8.

Of the capital stock of the Resulting Financial Institution, the presently outstanding 100,000 shares of capital stock of Fiduciary Trust International of the South each of \$10.00 par value, shall remain outstanding as 100,000 shares of the Resulting Financial Institution, each of \$10.00 par value, and the holders thereof shall retain their present rights therein; and the shareholders of Franklin Templeton Bank & Trust, F.S.B., in exchange for the excess acceptable assets contributed by their financial institution to Resulting Financial Institution, shall be entitled to receive the consideration as described in the Plan of Reorganization attached hereto as Exhibit A.

SECTION 9.

The owners of shares which voted against the approval of the merger shall be entitled to receive their value in cash, if and when the merger becomes effective. The value of such shares of the above named constituent state financial institutions shall be determined in accordance with Section 658.44, Florida Statutes. (Note: The value of such shares of constituent National or Federal Financial Institutions shall be determined in accordance with 12 U.S.C., Section 214 a. and as provided in Section 658.44, Florida Statutes.)

SECTION 10.

Neither of the financial institutions shall declare or pay any dividend to its shareholders between the date of this agreement and the time at which the merger shall become effective, nor dispose of any of its assets in any other

manner except in the normal course of business and for adequate value.

SECTION 11.

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

Directors:

J. Murrey Atkins
2210 Roswell Ave, #101
Charlotte, NC 28207

Gail E. Cohen, Chair
Fiduciary Trust Company International
600 Fifth Avenue
New York, NY 10020

Diane M. Cook
3672 East Camino de Jaime
Tucson, AZ 85718

Mark A. Giresi
5123 Isabella Drive
Palm Beach, FL 33418

James C. Goodfellow
7 Stable Road
Tuxedo Park, NY 10987

James M. Herron
2891 Seminole Street
Miami, FL 33133

Henry P. Johnson
Fiduciary Trust Company International
600 Fifth Avenue
New York, NY 10020

Hank Klein
1 Grove Isle Drive #1603
Coconut Grove, FL 33133

Thomas M. Regner
Franklin Templeton Investments
100 Fountain Parkway
St. Petersburg, FL 33716

Mario Rivera
520 Brickell Key Drive #1404
Miami, FL 33133

Audrey Ross
120 Leucadendra Drive
Coral Gables, FL 33156

John C. Strickroot
Fowler White Burnett
Espirito Santo Plaza
1395 Brickell Avenue
14th Floor
Miami, Florida 33131

Teresa V-F Weintraub
Fiduciary Trust International of the South
200 South Biscayne Blvd., Suite 3050
Miami, FL 33131

Executive Officers:

The address of each Executive Officer listed below as of the date of this Application is:

Fiduciary Trust International of the South
200 South Biscayne Blvd., Suite 3050
Miami, FL 33131

As of June 29, 2015, the address of each Executive Officer listed below will be:

Fiduciary Trust International of the South
Two Alhambra Plaza
Penthouse 1
Coral Gables, FL 33134

Teresa V-F Weintraub
President, Chief Executive Officer and Senior Trust Officer - Collective Investment Trusts

Gabriela Adessi
Managing Director

Thornton Hoelle
Managing Director

Linda Krouner
Managing Director

Claudia Reithauser
Managing Director

Craig Richards
Managing Director

Lisa Marcus
Managing Director

John Pettenati
Managing Director

Suzanne Weston
Managing Director

SECTION 12.

This agreement may be terminated by the unilateral action of the Board of Directors of any constituent financial institution prior to the approval of the stockholders of the said constituent financial institution or by the mutual consent of the Board of all constituent financial institutions after the shareholders of the constituent financial institution have ratified this agreement and approved the merger. Since time is of the essence to this agreement, if for any reason the transaction shall not have been consummated by March 31, 2016, this agreement shall terminate automatically as of that date unless extended in writing prior to said date by mutual action of the Boards of Directors of the constituent financial institutions.

SECTION 13.

This agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the financial institutions owning at least a majority of its capital stock outstanding, at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the merger shall become effective at the time specified in a Certificate to be issued by the Director of the Office of Financial Regulation pursuant to 658.45, Florida Statutes, approving the merger.

SECTION 14.

This agreement is also subject to the following terms and conditions:

(a) Office of Financial Regulation shall have approved this Agreement to Merge and shall have issued all other necessary authorizations and approvals for the

merger, including a Certificate of Merger.

(b) The appropriate federal regulatory agencies shall have approved the merger and shall have issued all other necessary authorizations and approvals for the merger, and any statutory waiting period shall have expired.

SECTION 15.

Effective as of the time this merger shall become effective as specified in the "Certificate of Merger" to be issued by the Office of Financial Institutions and Securities Regulation, the Articles of Incorporation of the Resulting Financial Institution shall read as set forth in Exhibit B hereto.

WITNESS the signatures and seals of said constituent financial institutions this 29th day of May, 2015, each hereunto set by its President or a Vice President and attested by its Secretary or Assistant Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Boards of Directors.

Attest:

Fiduciary Trust International of the South
By Teresa V-F Weintraub
Teresa V-F Weintraub, President
Kimberly H. Novotny
Kimberly H. Novotny, Secretary

(Seal of Financial Institution)

J. Murrey Atkins
Gail E. Cohen
Diane M. Cook
Mark A. Giresi
James C. Goodfellow
James M. Herron
Henry P. Johnson
Hank Klein
Thomas M. Regner
Mario Rivera
Audrey Ross
John C. Strickroat
Teresa V-F Weintraub
Teresa V-F Weintraub

Directors of Fiduciary Trust International of the South

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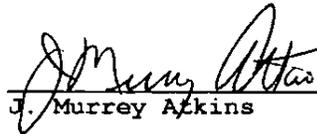
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Kimberly H. Novotny, Secretary



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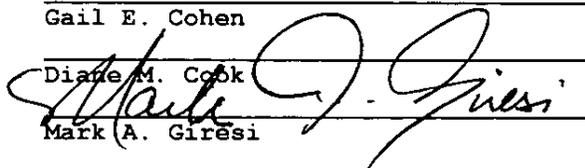
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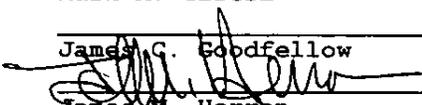
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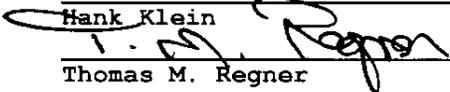
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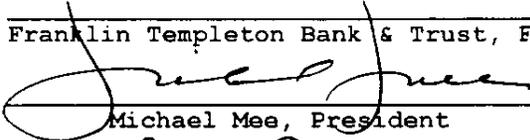
(Seal of Financial Institution)

Directors of Fiduciary Trust International of the South

Attest:

Franklin Templeton Bank & Trust, F.S.B.

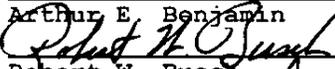
By

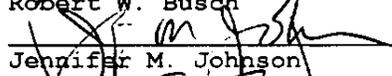

Michael Mee, President


Secretary **DANIEL L. CARR**

(Seal of Financial
Institution)

Arthur E. Benjamin

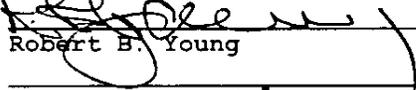

Robert W. Busch


Jennifer M. Johnson


Michael Mee


Robert B. Murray


David P. Razor


Robert B. Young

Directors of Franklin Templeton Bank & Trust,
F.S.B.

EXHIBIT A

Franklin Templeton Bank & Trust, F.S.B.

Fiduciary Trust International of the South

PLAN OF REORGANIZATION

THIS PLAN OF REORGANIZATION is hereby entered into as of **May 29, 2015**, by and among Franklin Templeton Bank & Trust, F.S.B. ("**Target**"), a Federal Savings Bank headquartered in Salt Lake City, Utah, and Fiduciary Trust International of the South ("**Acquirer**"), a Florida corporation and trust company headquartered in Miami, Florida (Target and Acquirer are referred to collectively as the "**Parties**").

RECITALS

WHEREAS, Franklin Resources Inc. ("**Parent**"), a Delaware corporation and the common parent of a group of corporations filing consolidated federal income tax returns, directly owns all of the outstanding stock of Target and indirectly owns all of the outstanding stock of Acquirer.

WHEREAS, Parent, Acquirer and Target believe it is in the best interests for Target to merge with and into Acquirer with Acquirer surviving (the "**Merger**") in order to consolidate the trust company retirement service business.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

A. Pursuant to this Plan of Reorganization, (i) on or about **October 1, 2015**, Target will merge with and into Acquirer with Acquirer surviving. As a result of the Merger, Parent will exchange all of its shares in Target for \$100 cash and deemed Acquirer stock in a value for value exchange.

C. The Merger is intended to qualify for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "**Code**") and this Plan of Reorganization is intended to qualify as a "plan of reorganization" under Treasury Regulation §§1.368-2(g) and 1.368-3(a). Each party to the reorganization shall timely comply with any required information reporting requirements pursuant to Treasury Regulation §1.368-3 of the Code and related Treasury Regulations.

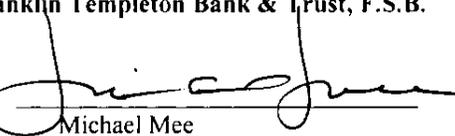
D. The Parties will take any and all action to execute and deliver any and all documents, agreements and instruments and to take any and all steps as may be reasonably necessary or desirable to carry out the purpose of this Plan of Reorganization, and any amendments to the Plan of Reorganization as the Parties may deem necessary or advisable.

E. This Plan of Reorganization may be executed in counterparts, including counterparts transmitted by facsimile or electronic transmission, each of which so executed will be deemed to be an original and such counterparts together will constitute one and the same agreement. The delivery of signed counterparts by facsimile or email transmission that includes a copy of the sending Party's signature is as effective as signing and delivering the counterpart in person.

F. This Plan of Reorganization shall be governed by and construed in accordance with the laws of Florida, regardless of the laws that might otherwise govern under applicable principles of conflict of laws thereof.

IN WITNESS WHEREOF, the Parties have executed this Plan of Reorganization as of the date stated above.

Franklin Templeton Bank & Trust, F.S.B.

By: 

Michael Mee

Title: President

Fiduciary Trust International of the South

By: _____

Teresa V-F Weintraub

Title: President

IN WITNESS WHEREOF, the Parties have executed this Plan of Reorganization as of the date stated above.

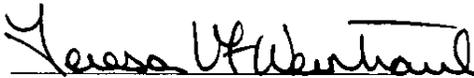
Franklin Templeton Bank & Trust, F.S.B.

By: _____

Michael Mee

Title: President

Fiduciary Trust International of the South

By: 

Teresa V-F Weintraub

Title: President

EXHIBIT B

Fiduciary Trust International of the South

ARTICLES OF INCORPORATION

**ARTICLES AND PLAN OF MERGER
OF
FRANKLIN TEMPLETON BANK AND TRUST, FSB
WITH AND INTO
FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH**

Effective Date: October 1, 2015

Pursuant to the provisions of Sections 607.1105 and 658.42 of the Florida Statutes, the undersigned banks and successor institution do hereby adopt and enter into these Articles and Plan of Merger (this "Plan") for the purpose of merging (the "Merger") Franklin Templeton Bank and Trust, FSB, a federally chartered saving bank ("FTB&T"), with and into Fiduciary Trust International of the South, a Florida chartered trust company ("FTIOS"):

(a) The name of each constituent bank and successor institution and the specific location of their respective main offices are as follows:

1. Franklin Templeton Bank and Trust, FSB
47 West 200 South, Suite 500
Salt Lake City, Utah 84101

Franklin Templeton Bank and Trust, FSB currently has no branch offices.

2. Fiduciary Trust International of the South
Two Alhambra Plaza
Penthouse 1
Coral Gables, FL 33134

The specific location of each of its bank offices is set forth on Schedule 1 attached hereto.

(b) With respect to the resulting Florida-chartered trust company:

1. The name and the specific location of the proposed main office are:

Fiduciary Trust International of the South
Two Alhambra Plaza
Penthouse 1
Coral Gables, FL 33134

The name of each of its branch offices will be FTIOS. The specific location of each of its existing and proposed branch offices is set forth on Schedule 2 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 3 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 4 attached hereto.
4. The resulting bank will have a single class of common stock, par value \$10.00 per share, consisting of 100,000 authorized shares of Capital Stock, of which 100,000 shares will be outstanding. The amount of the surplus fund will be approximately \$42.4 million and the amount of retained earnings will be approximately \$11.8 million.
5. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 5.

(c) The terms of the Merger of the constituent banks and successor institution are as follows (Capitalized terms not defined herein shall have the meanings ascribed to them in the Merger Agreement):

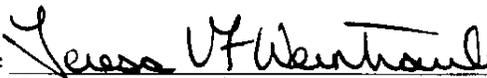
1. At the Effective Time (as defined below), FBT&T shall be merged with and into FTIOS and FBT&T will cease to exist as a separate banking corporation.
2. In connection with the foregoing mergers, each share of FBT&T common stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for the right to receive the consideration provided in Section 8 of the Agreement and Plan of Merger, dated as of May 29, 2015, by and among FTIOS and FBT&T (the "Merger Agreement") which is hereby incorporated by reference and made a part of this Agreement as if restated fully herein.
3. At the Effective Time, (1) FBT&T shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by FBT&T or which would inure to FBT&T shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of FTIOS, and (3) FTIOS shall be deemed to be a continuation of FBT&T, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.
4. The "Effective Time" shall mean 5:00 p.m. on October 1, 2015, or as soon as practicable thereafter after the delivery of this Plan and certified resolutions to the Florida Office of Financial Regulation (the "Office").

(d) This Plan is subject to approval by the Florida Office of Financial Regulation and the shareholders of each of FTIOS and FBT&T. This Plan was approved and adopted by the shareholder of: (i) FTIOS on May 6, 2015, and (ii) FBT&T on June 3, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, each constituent entity has caused these Articles and Plan of Merger to be signed by each such entity's duly authorized officer, as of the 3rd day of June, 2015.

FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH

By: 
Teresa V-F Weintraub
President

FRANKLIN TEMPLETON BANK AND TRUST, FSB

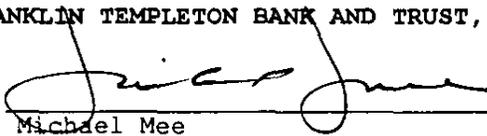
By: _____
Michael Mee
President

IN WITNESS WHEREOF, each constituent entity has caused these Articles and Plan of Merger to be signed by each such entity's duly authorized officer, as of the 3rd day of June, 2015.

FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH

By: _____
Teresa V-F Weintraub
President

FRANKLIN TEMPLETON BANK AND TRUST, FSB

By:  _____
Michael Mee
President

Schedule 1

Branch Offices of Fiduciary Trust International of the South

1. Fiduciary Trust International of the South - Fort Lauderdale Branch
300 S.E. 2nd Street
Fort Lauderdale, FL 33301
2. Fiduciary Trust International of the South - St. Petersburg Branch
100 Fountain Parkway
St. Petersburg, FL 33716
3. Fiduciary Trust International of the South - Boca Raton Branch
2255 Glades Road, Suite 324A
Boca Raton, FL 33431

Schedule 2

Existing and Proposed Branch Offices of Fiduciary Trust International of the South

Existing Branch Offices:

1. Fiduciary Trust International of the South - Fort Lauderdale Branch
300 S.E. 2nd Street
Fort Lauderdale, FL 33301
2. Fiduciary Trust International of the South - St. Petersburg Branch
100 Fountain Parkway
St. Petersburg, FL 33716
3. Fiduciary Trust International of the South - Boca Raton Branch
2255 Glades Road, Suite 324A
Boca Raton, FL 33431

Proposed Branch Offices:

None

Schedule 3

Directors of Fiduciary Trust International of the South

J. Murrey Atkins
2210 Roswell Ave, #101
Charlotte, NC 28207

Gail E. Cohen, Chair
Fiduciary Trust Company International
600 Fifth Avenue
New York, NY 10020

Diane M. Cook
3672 East Camino de Jaime
Tucson, AZ 85718

Mark A. Giresi
5123 Isabella Drive
Palm Beach, FL 33418

James C. Goodfellow
7 Stable Road
Tuxedo Park, NY 10987

James M. Herron
2891 Seminole Street
Miami, FL 33133

Henry P. Johnson
Fiduciary Trust Company International
600 Fifth Avenue
New York, NY 10020

Hank Klein
1 Grove Isle Drive #1603
Coconut Grove, FL 33133

Thomas M. Regner
Franklin Templeton Investments
100 Fountain Parkway
St. Petersburg, FL 33716

Mario Rivera
520 Brickell Key Drive #1404
Miami, FL 33133

Audrey Ross
120 Leucadendra Drive
Coral Gables, FL 33156

John C. Strickroot
Fowler White Burnett
Espirito Santo Plaza
1395 Brickell Avenue
14th Floor
Miami, Florida 33131

Teresa V-F Weintraub
Fiduciary Trust International of the South
200 South Biscayne Blvd., Suite 3050
Miami, FL 33131

Schedule 4

Executive Officers of Fiduciary Trust International of the South

The address of each Executive Officer listed below is:

Fiduciary Trust International of the South
200 South Biscayne Blvd., Suite 3050
Miami, FL 33131

As of June 29, 2015, the address of each Executive Officer listed below will be:

Fiduciary Trust International of the South
Two Alhambra Plaza
Penthouse 1
Coral Gables, FL 33134

Teresa V-F Weintraub
President, Chief Executive Officer and Senior Trust Officer - Collective
Investment Trusts

Gabriela Adessi
Managing Director

Thornton Hoelle
Managing Director

Linda Krouner
Managing Director

Claudia Reithauser
Managing Director

Craig Richards
Managing Director

Lisa Marcus
Managing Director

John Pettenati
Managing Director

Suzanne Weston
Managing Director

Schedule 5

Articles of Incorporation of Fiduciary Trust International of the South



Articles of
Incorporation _ FTIO

OFF. REC. 1637800297

06-08-94 09:09PM

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on March 1, 1993, for THE TRUST COMPANY OF THE SOUTH changing its name to FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is K21363.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twenty-third day of May, 1994



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

DT
3

→ RETURN TO: LAWYERS TITLE INSURANCE CORP.
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MEMOR: Legibility of writing, typing or printing unsatisfactory in this document when microfilmed.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
THE TRUST COMPANY OF THE SOUTH

Pursuant to the provisions of Section 607.1001 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is THE TRUST COMPANY OF THE SOUTH (the "Corporation").
2. The following amendment of the Articles of Incorporation was agreed to and adopted by all of the directors and the sole shareholder of the Corporation as of the 7th day of January, 1993, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

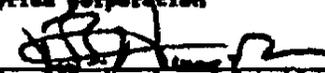
ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of the Corporation shall be FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH."

Dated: January 7, 1993

THE TRUST COMPANY OF THE SOUTH,
a Florida Corporation

By: 
Peter E. Loughton, President

(CORPORATE SEAL)

Attest: 
Willie Rivers, Secretary

BK 22240PG0447

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STATE OF FLORIDA }
COUNTY OF DADE } ss:

MEMO: Legibility of writing, typing or printing unsatisfactory in this document when microfilmed.

The foregoing instrument was acknowledged before me, this 7th day of January, 1993 by Peter E. Moughton, President of The Trust Company of the South, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the county and state aforesaid, this 7th day of January, 1993.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
at Large
[Signature]
Printed name of Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
BY COMMISSION EXPIRES JULY 14, 1996

Approved by the Department of Banking and Finance this 26th day of January, 1993.

[Signature]
GERALD LEWIS
Comptroller of Florida

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
COUNTY ADMINISTRATOR

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN,
Clerk of Circuit & County
Courts

BK22240PG0448

RECORDERS NOTE:
The legibility of writing, typing or printing unsatisfactory in this document when received.

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE TRUST COMPANY OF THE SOUTH, a corporation organized under the Laws of the State of Florida, filed on October 27, 1988, as shown by the records of this office.

The document number of this corporation is K21363.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of October, 1988.



Jim Smith

Jim Smith
Secretary of State

FILED

ARTICLES OF INCORPORATION 1988 OCT 27 PM 4:09
OF
THE TRUST COMPANY OF THE SOUTH SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation under, and by virtue of the laws of the State of Florida, with and under the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be

The Trust Company of The South

and its initial place of business shall be at 25 West Flagler Street, in the City of Miami, in the County of Dade, and State of Florida.

ARTICLE II

Purposes

The general nature of the business to be transacted by this corporation shall be that of a general trust business with all the rights, powers and privileges, granted and conferred by the laws of the State of Florida, regulating the organization, powers and management of trust corporations.

ARTICLE III

Capital Stock

The amount of capital stock authorized, and with which the corporation shall begin business shall be One Million Dollars (\$1,000,000) of Common Stock, to be divided into one hundred thousand (100,000) shares of the par value of ten dollars (\$10.00) each; the amount of surplus which the corporation will begin business shall be One Million Dollars (\$1,000,000), and the

amount of undivided profits Four Hundred Thousand Dollars (\$400,000) all of which capital stock, surplus and undivided profits, shall be paid in cash.

ARTICLE IV

Duration

The term for which the corporation shall exist shall be perpetual.

ARTICLE V

Board of Directors

Board of Directors. The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-one directors who shall be elected annually by the stockholders at their annual meeting to be held during the first four months of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full Board of Directors may, at any time during the year, following the annual meeting of stockholders ~~at which such action has been authorized, increase the~~ number of directors within the limits specified above, and appoint persons to fill the resulting vacancies; provided, further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision; and by a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers as may be designated in the by-laws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day, and immediately after the Board of Directors shall be elected by the stockholders; provided, that the offices of Secretary and Treasurer may be combined in one and the same person.

ARTICLE VI

Initial Board of Directors

Until the directors elected at the first annual meeting of stockholders and the officers elected at the first annual meeting of the directors shall be qualified, the business of this corporation shall be conducted by the following named directors:

<u>Name</u>	<u>Street Address</u>
J. MURREY ATKINS, JR.	2700 NCNB Plaza Charlotte, North Carolina 28280
JOHN B. CANTISANO, JR.	2320 S.W. 57th Avenue Miami, Florida 33166
ALAN S. FOGG, JR.	5800 N.W. 74th Avenue Miami, Florida 33166
ROGER A. HARD	9401 Arrowpoint Blvd., Suite 260 Charlotte, North Carolina 28210
PETER E. HOUGHTON	7990 S.W. 146th Street Miami, Florida 33158

In witness of the foregoing and the fact that all the stock has been subscribed for, the undersigned incorporators have executed these Articles of Incorporation as of this 17th day of October, 1988.



J. MURREY ATKINS, JR.



JOHN B. CANTISANO, JR.



ALAN S. FOGG, JR.



ROGER A. HARD



PETER E. HOUGHTON

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned notary public in and for the State of Florida at Large, personally appeared PETER E. HOUGHTON, to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of The Trust Company of the South and, being duly sworn, acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 14th day of October, 1988.

David A. Johnson
Notary Public

FILED
NOV 01 27 PM 4 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission expires:
Notary Public, State of Florida at Large
My Commission Expires June 24, 1990
Bonded thru Maynard Bonding Agency

Approved by the Department of Banking and Financing this day of October, 1988.

Gerald Lewis
GERALD LEWIS
Comptroller of the State of Florida and Head of the Department of Banking and Finance