



011358

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: October 21, 1999

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: John A. Pullen, Licensing and Chartering *[Signature]*

SUBJECT: Merger of Ready Bank of West Florida into Vanguard Bank & Trust Company

Please file the attached "Merger Agreement" (original and 3 copies) for the above-referenced institutions, using October 31, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Mail Code 4400
- (2) One copy to: Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, Northeast
Atlanta, Georgia 30309-3449
- (3) One copy to: Ms. Kathleen Moates
SVP & Deputy General Counsel
Synovus Financial Corp.
Post Office Box 120
Columbus, Georgia 31902

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-10/25/99--01001--006
*****96.25 *****96.25

Also attached is a \$96.25 check which represents payment of the applicable fees. If there is an underpayment, please contact Ms. Moates at (706) 649-4818. If there is an overpayment, please issue a refund to Synovus Financial Corp.

If you have any questions, please call me at 410-9527.

JAP:bms

Attachment

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

EFFECTIVE DATE
10-31-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 22 PM 12:49

Merger
LFT
10-25-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

READY BANK OF WEST FLORIDA, a Florida corporation (Document #J82980)

INTO

VANGUARD BANK & TRUST COMPANY, a Florida entity, 011358

File date: October 22, 1999, effective October 31, 1999

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE
32399-0350

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 22 PM 12:49

Having given my approval on October 6, 1999, to merge Ready Bank of West Florida, Fort Walton Beach, Florida, and Vanguard Bank & Trust Company, Valparaiso, Florida, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement and Plan of Merger", which contains the Articles of Incorporation of Vanguard Bank & Trust Company (the resulting bank), so that effective on October 31, 1999, they shall read as stated herein.

Signed on this 15th day of October, 1999.


Comptroller

EFFECTIVE DATE
1031-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 22 PM 12:49

AGREEMENT AND PLAN OF MERGER

This Plan of Merger ("Plan" or "Agreement") is made and entered into as of June 7, 1999 by and between Ready Bank of West Florida ("Ready Bank") and Vanguard Bank & Trust Company ("Vanguard"), both of which are state banks organized and existing under the laws of the State of Florida, and joined into by Synovus Financial Corp., a business corporation organized and existing under the laws of the State of Georgia which owns all of the outstanding stock of Vanguard ("Synovus") and Ready Bank of Fort Walton Beach Holding Company, a business corporation organized and existing under the laws of the State of Florida which owns all of the outstanding stock of Ready Bank ("Ready").

RECITALS:

A. **Vanguard.** Vanguard has been duly incorporated and is an existing banking corporation in good standing under the laws of Florida, with its principal executive offices located in Valparaiso, Florida. Vanguard has outstanding capital stock of \$1,359,350, divided into 135,935 shares of common stock of the par value of \$10.00 each ("Vanguard Common Stock"), surplus of \$19,370,099 and retained earnings of \$4,666,258 as of March 31, 1999.

B. **Ready Bank.** Ready Bank has been duly incorporated and is an existing banking corporation in good standing under the laws of Florida, with its principal executive offices located in Fort Walton Beach, Florida. Ready Bank has outstanding capital stock of \$1,326,210, divided into 265,241 shares of common stock of the par value of \$5.00 each ("Ready Bank Common Stock"), surplus of \$1,326,210 and retained earnings of \$3,876,068 as of March 31, 1999.

C. **Approvals.** A majority of the members of the respective Boards of Directors of Ready Bank and Vanguard and Synovus, as the sole shareholder of Vanguard, and Ready, as the sole shareholder of Ready Bank, have duly approved the Plan and have duly authorized its execution. The Plan is subject to approval by the Department of Banking and Finance of the State of Florida.

I. THE MERGER

(A) **Structure of the Merger.** Subject to the terms and conditions set forth in this Agreement, on the Effective Date (as defined in Article VII below) Ready Bank shall be merged with and into Vanguard under the Articles of Incorporation of Vanguard pursuant to the provisions of and with the effect provided in Section 658.45, Florida Statutes ("Merger"). Vanguard shall be the resulting bank of the Merger and shall continue to conduct its business under the name Vanguard Bank & Trust Company. Vanguard, as the resulting bank, will have trust powers.

(B) **Effect on Outstanding Shares.** By virtue of the Merger, automatically and without any action on the part of the holder thereof, each share of Ready Bank Common Stock issued and outstanding on the Effective Date shall be canceled, retired and cease to exist, and no payment shall be made in respect thereof.

Upon and after the Effective Date, each issued and outstanding share of Vanguard Common Stock shall remain unchanged and shall continue to evidence the same number of shares of Vanguard Common Stock.

There will be no dissenting shareholders to the Plan as the Merger has been approved by Ready and Synovus, as the sole shareholders of Ready Bank and Vanguard, respectively.

(C Assumption of Rights. On the Effective Date, the separate existence and corporate organization of Ready Bank shall be merged into and continued in Vanguard, as the surviving bank of the Merger. All rights, franchises and interests of Ready Bank and Vanguard in and to every type of property (real, personal and mixed), and all choses in action of Ready Bank and Vanguard shall be transferred to and vested in Vanguard as the surviving bank by virtue of the Merger without any deed or other transfer. Vanguard, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by either of Ready Bank or by Vanguard on the Effective Date.

(D Assumption of Liabilities. All liabilities and obligations of both of Ready Bank and of Vanguard of every kind and description shall be assumed by Vanguard as the surviving bank by virtue of the Merger, and Vanguard shall be bound thereby in the same manner and to the same extent that either of Ready Bank or Vanguard was so bound on the Effective Date.

II. OFFICES

Ready Bank's main office is located at 71 North Beal Parkway, Fort Walton Beach, Florida and its branch office is located at 1139 Industrial Drive, Crestview Florida. Ready Bank has no trust offices. Vanguard's main office is located at 23 South John Sims Parkway, Valparaiso, Florida and its branch offices are located at Bluewater Bay Branch, 4300 Highway 20 East, Niceville, Florida, Destin Branch, 34910 Emerald Coast Parkway, Destin, Florida, Destin Wal-Mart Branch, 15017 Emerald Coast Parkway, Destin, Florida, Eglin AFB Branch, 403 North 7th Street, Eglin, AFB, Florida, Fort Walton Beach Wal-Mart Branch, 748 Beal Parkway NW, Fort Walton Beach, Florida, Mary Esther Branch, 302 Mary Esther Blvd., Mary Esther, Florida, Niceville Branch, 1001 John Sims Parkway, Niceville, Florida and Wright Branch, 815 Beal Parkway NW, Fort Walton Beach, Florida. Trust services are provided at all offices of Vanguard. After the Merger, the resulting bank's main office will continue to be located at 23 South John Sims Parkway, Valparaiso, Florida and Vanguard as the resulting bank will operate both offices of Ready Bank listed above as branch offices and continue to operate each of its offices listed above as branches.

III. DIRECTORS AND OFFICERS OF THE RESULTING BANK

The following persons shall serve as the Board of Directors and Executive Officers of the Resulting Bank until the next annual meeting of the shareholder of the Resulting Bank or until such time as their successors have been elected and qualified.

<u>Name</u>	<u>Title</u>	<u>Address</u>
M. Gary Roberts	President and Director	142 Country Club Drive Destin, FL 32541
James H. Mathis	Executive Vice President and Director	819 Boulevard of Champions Shalimar, FL 32579
D. Michael Chesser	Director	1201 Eglin Parkway Shalimar, FL 32579
Roger L. Farrar	Director	6505 Waterford Road Columbus, GA 31904
Clifford H. Long	Director	P.O. Box 623 Fort Walton Beach, FL 32549
C. Walter Ruckel	Director	P.O. Box 187 Valparaiso, FL 32580
H. Gene Smith	Director	123 Miracle Strip Pkwy, SE Fort Walton Beach, FL 32548
William A. Welch	Director	4801 Rosemont Place Pensacola, FL 32514
D. Timothy Herndon	Director	4502 Highway 20 E. Suite A Niceville, FL 32578
Lowell C. Larson, Jr.	Director	817 Pinedale Road Fort Walton Beach, FL 32547

IV. CAPITAL STOCK OF THE RESULTING BANK

The amount of authorized capital stock of the resulting bank shall be \$10,000,000 of common stock to be divided into 1,000,000 shares of the par value of \$10.00 each and on the Effective Date of the Merger, the amount of issued and outstanding capital stock of the Resulting Bank shall be \$1,359,350 divided into 135,935 shares of common stock, each of \$10.00 par value. On the Effective Date of the Merger, the resulting bank shall have a surplus of \$20,696,309, and retained earnings of \$8,542,326 which equals the combined capital structures of Vanguard and Ready Bank, adjusted, however, for normal earnings and expenses between March 31, 1999 and the Effective Date of the Merger. The resulting bank will not have any shares of preferred stock issued and outstanding after the Effective Date of the Merger.

V. ARTICLES OF INCORPORATION

As of the Effective Date of the Merger the Articles of Incorporation of the resulting bank shall read as follows:

"ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be Vanguard Bank & Trust Company and its main office shall be at 23 South John Sims Parkway in the City of Valparaiso in the County of Okaloosa and the State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general banking and trust business with all the rights, powers and privileges granted and conferred by the banking and trust laws of the State of Florida, regulating the organization, powers and management of banking and trust corporations, and to the extent not inconsistent therewith, to include the transaction of any and all lawful business for which such corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The amount of capital stock authorized shall be Ten Million Dollars (\$10,000,000) of common stock to be divided into One Million (1,000,000) shares of the par value of Ten Dollars (\$10.00) each.

ARTICLE IV

The term for which the corporation shall exist shall be perpetual, unless existence is terminated pursuant to the financial institutions code of the State of Florida.

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-five Directors who shall be elected annually by the stockholders at their annual meeting to be held at its place of business in the City of Valparaiso in the County of Okaloosa and the State of Florida during the month of January or February of each year after the corporation shall be fully authorized to commence business; provided, however, the stockholders at any special meeting called for such purpose may increase or decrease the number of directors, and the number so established shall govern until the next annual meeting of stockholders, provided, however, that if so authorized by a majority of 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 in 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, and one or more Vice Presidents and a Cashier 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 said Board of Directors shall be elected by stockholders; provided, that the offices of Vice President and Cashier may be combined in one and the same person.

ARTICLE VI

The business of this corporation shall be conducted by the following named directors until their successors shall be elected and qualified:

<u>Name</u>	<u>Address</u>
M. Gary Roberts	142 Country Club Drive Destin, FL 32541
James H. Mathis	819 Boulevard of Champions Shalimar, FL 32579
D. Michael Chesser	1201 Eglin Parkway Shalimar, FL 32579
Roger L. Farrar	6505 Waterford Road Columbus, GA 31904
Clifford H. Long	P.O. Box 623 Fort Walton Beach, FL 32549
C. Walter Ruckel	P.O. Box 187 Valparaiso, FL 32580
H. Gene Smith	123 Miracle Strip Pkwy, SE Fort Walton Beach, FL 32548
William A. Welch	4801 Rosemont Place Pensacola, FL 32514
D. Timothy Herndon	4502 Highway 20 E. Suite A Niceville, FL 32578

Lowell C. Larson, Jr.

817 Pinedale Road
Fort Walton Beach, FL 32547

ARTICLE VII

There shall be no cumulative voting of stock for any purpose.

ARTICLE VIII

The by-laws of the corporation may be amended by the affirmative vote of the majority of the stockholders present at any annual meeting or at any special meeting called for such purpose. An amendment may be adopted at a special meeting of the stockholders providing statement of the proposed amendment was contained in the notice of the meeting.

ARTICLE IX

No shareholder of this corporation shall have any preemptive right to acquire additional or treasury shares of the corporation, whether heretofore or hereafter authorized. All preemptive rights are denied to shareholders.

ARTICLE X

The corporation will begin business with capital of not less than \$4,000,000."

VI. TERMINATION

The Plan may be terminated prior to the Effective Date by the mutual agreement of the parties hereto.

This Agreement will terminate and be of no further effect in the event the proposed merger of Ready into Synovus does not take place.

VII. EFFECTIVE DATE

The "Effective Date" shall be the date on which the Merger becomes effective as specified in the Certificate of Merger to be issued by the Comptroller of Florida.

VIII. OTHER MATTERS

(A) This Plan may be executed in multiple and/or facsimile originals, and each copy of the Plan bearing the manually executed, facsimile transmitted or photocopied signature of each of the parties hereto shall be deemed to be an original.

(B) The Plan shall be governed by, and interpreted in accordance with, the laws of the State of Florida.

(C) All terms and provisions of the Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns. Except as expressly provided for herein, nothing in this Plan is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Plan.

(D) This Plan may not be assigned by any party hereto without the written consent of the other parties.

In Witness Whereof, the parties hereto have caused this instrument to be executed by their duly authorized officers pursuant to resolutions adopted by their respective Boards of Directors as of the day and year first above written.

READY BANK OF WEST FLORIDA

By James M. Ready

Title: President, James M. Ready

Attest: Ann M. Paul

Title: Secretary, Vice President/Cashier

("READY BANK")

VANGUARD BANK & TRUST COMPANY

By M. Gary Roberts

Title: President and CEO, M. Gary Roberts

Attest: Kenneth E. Bailey

Title: Corporate Secretary

("VANGUARD")

READY BANK OF FORT WALTON BEACH HOLDING COMPANY

By James M. Ready

Title: President

Attest: Ann M. Reel

Title: Secretary

("READY")

SYNOVUS FINANCIAL CORP.

By Thomas J. [Signature]

Title: EVP & CFO

Attest: Kathy Moates

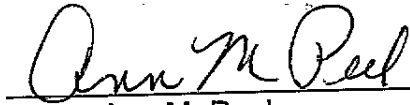
Title: Ass. Secretary

("Synovus")

(Corporate Seal)

I, Ann M. Peel, Secretary of Ready Bank of West Florida, Fort Walton Beach, Florida, do hereby certify that attached hereto is a true and correct copy of a set of resolutions duly adopted by the Board of Directors of Ready Bank of West Florida, and duly adopted by Ready Bank of Fort Walton Beach Holding Company as the sole shareholder of Ready Bank of West Florida on June 7, 1999.

This 1 day of July, 1999

A handwritten signature in cursive script, reading "Ann M. Peel", is written over a horizontal line.

Ann M. Peel
Secretary
Ready Bank of West Florida

RESOLVED, that the Agreement and Plan of Merger ("Merger Agreement") dated June 7, 1999 by and between Ready Bank and Vanguard Bank & Trust Company ("Vanguard") and joined into by Synovus Financial Corp. and Ready Bank of Fort Walton Beach Holding Company providing for the merger of Ready Bank with and into Vanguard with Vanguard as the surviving bank of the merger be, and the same hereby is, approved in each, every and all respects; the Chairman, President, any Executive or Senior Vice President, any Vice President, and the Secretary or Cashier or any Assistant Secretary of Ready Bank be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver the Merger Agreement, for and on behalf and in the name and under the corporate seal of Ready Bank, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the manner and basis of converting the stock of the parties set forth in the Merger Agreement is hereby approved;

RESOLVED FURTHER, that in the event it appears to be necessary or desirable to alter, amend or modify the Merger Agreement and/or to waive any term(s) and/or condition(s) precedent set forth therein, the proper officers of Ready Bank be, and they hereby are, authorized, empowered and directed to make any alterations, amendments, modifications or waivers with regard to the form, terms and conditions set forth in said Merger Agreement in accordance with the terms thereof which they may deem necessary or desirable, and each of them be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver any such alteration, amendment, modification or waiver, for and on behalf and in the name of Ready Bank;

RESOLVED FURTHER, that at such times and in such sequence as the proper officers of Ready Bank in their discretion deem advisable, they shall cause all applications to be made and all actions to be taken as may be required by applicable federal and state laws, rules and regulations to obtain approval of the Merger Agreement and the Merger by any and all parties having an interest therein and by any and all governmental, regulatory and administrative agencies having jurisdiction in said matters, including but not necessarily limited to, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Florida Department of Banking and Finance and the Department of Banking and Finance of the State of Georgia and to fully comply with and satisfy the requirements of all applicable federal and state laws, rules and regulations in connection therewith, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the proper officers of Ready Bank be, and they

hereby are, authorized, empowered and directed to cause all necessary and appropriate action to be taken by Ready Bank, including the holding of all necessary or appropriate meetings of the Board of Directors and sole shareholder of Ready Bank, necessary, expedient, desirable or proper for the implementation of the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that the Board of Directors of Ready Bank hereby recommends to Ready Bank of Fort Walton Beach Holding Company, its sole shareholder, that it approve the Merger Agreement and the Merger;

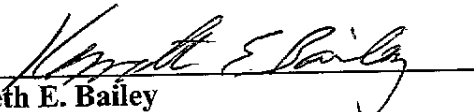
RESOLVED FURTHER, that in the furtherance of the foregoing, the proper officers of Ready Bank be, and they hereby are, authorized, empowered and directed to take any, all and such actions of any and every nature whatsoever, and to execute any, all and such documents, papers, instruments and applications of any and every nature whatsoever, for and on behalf and in the name and where appropriate under the corporate seal of Ready Bank, that they may deem to be necessary, expedient, desirable or proper to effectuate and carry out the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that in connection with the foregoing resolutions, Ready Bank hereby adopts and makes a part of these resolutions, as if fully recited herein, any prescribed forms of resolutions or consents as may be required or specified by any and all governmental, regulatory and administrative agencies having jurisdiction in connection with the Merger Agreement and the Merger; and

RESOLVED FURTHER, that the Secretary or Cashier or any Assistant Secretary of Ready Bank be, and they hereby are, authorized and empowered, for and on behalf and in the name and of Ready Bank, to furnish certified copies of any part of or all of these resolutions to any person, firm, corporation or government agency interested or concerned in any manner with the subject matter thereof.

I Kenneth E. Bailey, Secretary of Vanguard Bank & Trust Company, Valparaiso, Florida, do hereby certify that attached hereto is a true and correct copy of a set of resolutions duly adopted by the Board of Directors of Vanguard Bank & Trust Company and duly adopted by Synovus Financial Corp. as the sole shareholder of Vanguard Bank & Trust Company on June 7, 1999.

This 22 day of July, 1999.


Kenneth E. Bailey
Secretary
Vanguard Bank & Trust Company

RESOLVED, that the Agreement and Plan of Merger ("Merger Agreement") dated June 7, 1999 by and between Ready Bank of West Florida ("Ready Bank") and Vanguard and joined into by Synovus Financial Corp. and Ready Bank of Fort Walton Beach Holding Company providing for the merger of Ready Bank with and into Vanguard with Vanguard as the surviving bank of the merger be, and the same hereby is, approved in each, every and all respects; the Chairman, President, any Executive or Senior Vice President, any Vice President, and the Secretary or Cashier or any Assistant Secretary of Vanguard be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver the Merger Agreement, for and on behalf and in the name and under the corporate seal of Vanguard, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the manner and basis of converting the stock of the parties set forth in the Merger Agreement is hereby approved;

RESOLVED FURTHER, that in the event it appears to be necessary or desirable to alter, amend or modify the Merger Agreement and/or to waive any term(s) and/or condition(s) precedent set forth therein, the proper officers of Vanguard be, and they hereby are, authorized, empowered and directed to make any alterations, amendments, modifications or waivers with regard to the form, terms and conditions set forth in said Merger Agreement in accordance with the terms thereof which they may deem necessary or desirable, and each of them be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver any such alteration, amendment, modification or waiver, for and on behalf and in the name of Vanguard;

RESOLVED FURTHER, that at such times and in such sequence as the proper officers of Vanguard in their discretion deem advisable, they shall cause all applications to be made and all actions to be taken as may be required by applicable federal and state laws, rules and regulations to obtain approval of the Merger Agreement and the Merger by any and all parties having an interest therein and by any and all governmental, regulatory and administrative agencies having jurisdiction in said matters, including but not necessarily limited to, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Florida Department of Banking and Finance and the Department of Banking and Finance of the State of Georgia and to fully comply with and satisfy the requirements of all applicable federal and state laws, rules and regulations in connection therewith, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the proper officers of Vanguard be, and they hereby are, authorized, empowered and directed to cause all necessary and

appropriate action to be taken by Vanguard, including the holding of all necessary or appropriate meetings of the Board of Directors and sole shareholder of Vanguard, necessary, expedient, desirable or proper for the implementation of the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that the Board of Directors of Vanguard hereby recommends to Synovus, its sole shareholder, that it approve the Merger Agreement and the Merger;

RESOLVED FURTHER, that in the furtherance of the foregoing, the proper officers of Vanguard be, and they hereby are, authorized, empowered and directed to take any, all and such actions of any and every nature whatsoever, and to execute any, all and such documents, papers, instruments and applications of any and every nature whatsoever, for and on behalf and in the name and where appropriate under the corporate seal of Vanguard, that they may deem to be necessary, expedient, desirable or proper to effectuate and carry out the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that in connection with the foregoing resolutions, Vanguard hereby adopts and makes a part of these resolutions, as if fully recited herein, any prescribed forms of resolutions or consents as may be required or specified by any and all governmental, regulatory and administrative agencies having jurisdiction in connection with the Merger Agreement and the Merger; and

RESOLVED FURTHER, that the Secretary or Cashier or any Assistant Secretary of Vanguard be, and they hereby are, authorized and empowered, for and on behalf and in the name and of Vanguard, to furnish certified copies of any part of or all of these resolutions to any person, firm, corporation or government agency interested or concerned in any manner with the subject matter thereof.