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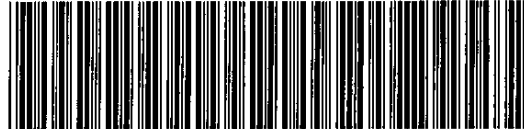
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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08 FEB -1 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SF 2/1/08

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

January 30, 2008

Via Federal Express

Ms. Karon Beyer
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Dunnellon State Bank/First National Bank of Chattooga County

Dear Karon:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Merger submitted for filing;
2. A check in the amount of \$87.50 (\$70.00 for filing fee and \$17.50 for two certified copies of the Articles of Merger); and
3. Two photocopies of the executed Articles of Merger.

Please file the enclosed document as soon as possible and return to us two certified copies of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: George H. Brannen II, w/o enclosure
Chairman of the Board
Dunnellon State Bank

**ARTICLES OF MERGER
OF
DUNNELLON STATE BANK
INTO
FIRST NATIONAL BANK OF CHATTOOGA COUNTY**

**FILED
08 FEB -1 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

First National Bank of Chattooga County and Dunnellon State Bank do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are First National Bank of Chattooga County and Dunnellon State Bank. The surviving corporation in the Merger is First National Bank of Chattooga County, which shall conduct its business following effectiveness of the Merger under the name "Southeast First National Bank."

SECOND: A copy of the Plan of Merger is attached hereto as **Exhibit A** and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 5:01 p.m., Eastern Standard Time, on February 1, 2008.

FOURTH: The Plan of Merger was approved by Summerville/Trion Bancshares, Inc., the sole shareholder of First National Bank of Chattooga County, on November 13, 2007, and by Brannen Banks of Florida, Inc., the sole shareholder of Dunnellon State Bank, on November 13, 2007.

FIFTH: The Articles of Association of First National Bank of Chattooga County shall serve as the Articles of Association of the surviving corporation, until amended thereafter in accordance with applicable law.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of January 28, 2008.

**FIRST NATIONAL BANK OF
CHATTOOGA COUNTY**

By: _____

William B. Hurley
Vice Chairman of the Board
and Chief Executive Officer

DUNNELLON STATE BANK

By: _____

Joseph S. Brannen
Vice Chairman of the Board

**ARTICLES OF MERGER
OF
DUNNELLON STATE BANK
INTO
FIRST NATIONAL BANK OF CHATTOOGA COUNTY**

First National Bank of Chattooga County and Dunnellon State Bank do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are First National Bank of Chattooga County and Dunnellon State Bank. The surviving corporation in the Merger is First National Bank of Chattooga County, which shall conduct its business following effectiveness of the Merger under the name "Southeast First National Bank."

SECOND: A copy of the Plan of Merger is attached hereto as **Exhibit A** and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 5:01 p.m., Eastern Standard Time, on February 1, 2008.

FOURTH: The Plan of Merger was approved by Summerville/Trion Bancshares, Inc., the sole shareholder of First National Bank of Chattooga County, on November 13, 2007, and by Brannen Banks of Florida, Inc., the sole shareholder of Dunnellon State Bank, on November 13, 2007.

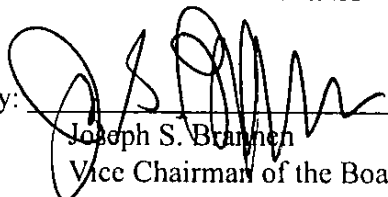
FIFTH: The Articles of Association of First National Bank of Chattooga County shall serve as the Articles of Association of the surviving corporation, until amended thereafter in accordance with applicable law.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of January 28th, 2008.

FIRST NATIONAL BANK OF CHATTOOGA
COUNTY

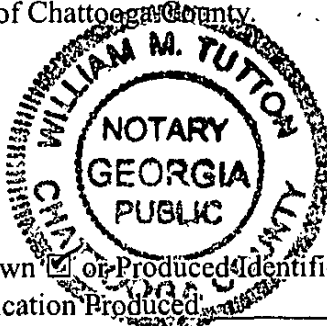
By: _____
William B. Hurley
President and
Chief Executive Officer

DUNNELLON STATE BANK

By: 
Joseph S. Brannen
Vice Chairman of the Board

STATE OF GEORGIA
COUNTY OF CHATTOOGA

The foregoing instrument was acknowledged before me this 29 day of January, 2008,
by William B. Hurley, as Vice Chairman of the Board and Chief Executive Officer of First
National Bank of Chattooga County.



William M. Tutton
Printed Name: William M. Tutton
Notary Public, State of Georgia

NOTARY PUBLIC CHATTOOGA CO. GEORGIA
MY COMMISSION EXPIRES MAR. 2, 2009

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced Produced

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this _____ day of January, 2008,
by Joseph S. Brannen, as Vice Chairman of the Board of Dunnellon State Bank.

Printed Name: _____
Notary Public, State of Florida

Personally Known ☐ or Produced Identification ☐
Type of Identification Produced _____

STATE OF GEORGIA
COUNTY OF CHATTOOGA

The foregoing instrument was acknowledged before me this ____ day of January, 2008,
by William B. Hurley, as President and Chief Executive Officer of First National Bank of
Chattooga County.

Printed Name: _____
Notary Public, State of Georgia

Personally Known ☐ or Produced Identification ☐

Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF ~~MARION~~ CITRUS

The foregoing instrument was acknowledged before me this 28th day of January, 2008,
by Joseph S. Brannen, as Vice Chairman of the Board of Dunnellon State Bank.

M. Frances Himpele
Printed Name: M. FRANCES HIMPELE
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

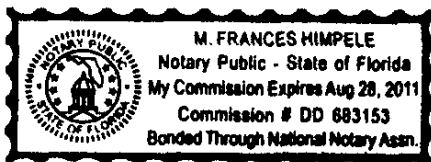


EXHIBIT A

**PLAN OF MERGER
BY AND BETWEEN
FIRST NATIONAL BANK OF CHATTOOGA COUNTY
AND
DUNNELLON STATE BANK**

This Plan of Merger (the "Plan") is made and entered into as of the 28th day of January, 2008, by and between First National Bank of Chattooga County ("First National"), a national bank and wholly-owned subsidiary of Summerville/Trion Bancshares, Inc., and Dunnellon State Bank ("Target"), a bank organized under the laws of the State of Florida and located in Dunnellon, Florida.

WITNESSETH:

WHEREAS, on November 13, 2007, First National and its parent, Summerville/Trion Bancshares, Inc. ("STB"), and Brannen Banks of Florida, Inc. ("Brannen") and Target, its wholly-owned subsidiary, entered into an Agreement and Plan of Merger (the "Agreement"), pursuant to which First National will acquire Target (the "Merger");

WHEREAS, pursuant to the Agreement, Target will merge with and into First National;

NOW, THEREFORE, in consideration of the above premises and the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. Merger. Pursuant to the provisions of 12 C.F.R. 5.33, Section 215a of the National Bank Act, and the provisions of the Financial Institutions Code of Florida, Target shall be merged with and into First National. First National shall be the survivor of the Merger (the "Resulting Bank"), and thereafter shall operate under the name "Southeast First National Bank."

2. Effective Date of the Merger. The Merger shall become effective at 5:01 p.m., Eastern Standard Time, on February 1, 2008.

3. Location, Articles and Bylaws and Directors of the Resulting Bank. On the Effective Date of the Merger:

(a) The head office of the Resulting Bank shall be located at the head office of First National immediately prior to the Effective Date of the Merger.

(b) The Articles of Association of the Resulting Bank shall be the Articles of Association of First National in effect immediately prior to the Effective Date of the Merger. The Bylaws of the Resulting Bank shall be the Bylaws of First National in effect immediately prior to the Effective Date of the Merger.

(c) The Board of Directors of the Resulting Bank shall be the existing directors of First National, as set forth in the Articles of Merger, and shall serve until the next annual meeting of the shareholders of the Resulting Bank or until such time as their successors have been elected and qualified.

4. Manner of Converting Shares.

(a) By virtue of the Merger, automatically and without any action on the part of the holder thereof, each of the shares of Dunnellon State Bank Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled and retired at the Effective Date and in consideration First National will pay Brannen in immediately available funds an amount equal to the sum of \$1,000,000, less the deposit previously received by Brannen, plus an amount equal to the aggregate capital of Target received by the Resulting Bank upon the consummation of the Merger.

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

5. Conditions Precedent to Consummation of the Merger. Consummation of the Merger herein provided for is conditioned upon (a) receipt of all necessary consents to the Merger from applicable regulatory authorities, (b) compliance with all representations, warranties and agreements, and (c) the completion of the acquisition of all of the assets of Target, excluding the main office of Target and the amount of deposits required to maintain depository insurance, by Dunnellon State Bank.

6. Termination. This Plan may be terminated at any time prior to the Effective Date upon the termination of the Agreement.

7. Counterparts, Headings, Governing Law. This Plan may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein are for convenience or reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be affixed hereto, all as of the day and year first above written.

FIRST NATIONAL BANK OF CHATTOOGA
COUNTY

[BANK SEAL]

By: _____

William B. Hurley
Vice Chairman of the Board
and Chief Executive Officer

ATTEST:

Shirley Hurley

Secretary

DUNNELLON STATE BANK

[BANK SEAL]

By: _____

Joseph S. Brannen
Vice Chairman of the Board

ATTEST:

Secretary

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be affixed hereto, all as of the day and year first above written.

FIRST NATIONAL BANK OF CHATTOOGA
COUNTY

[BANK SEAL]

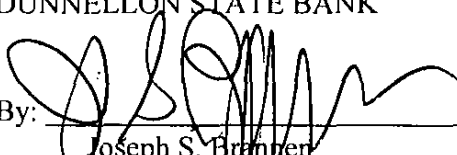
By: _____
William B. Hurley
President and Chief Executive Officer

ATTEST:

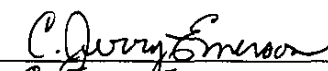
Secretary

DUNNELLON STATE BANK

[BANK SEAL]

By:  _____
Joseph S. Brannen
Vice Chairman of the Board

ATTEST:



C. Gerry Emerson
Secretary