121467

Merger

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Filed 11-1-84

9 pgs.

ARTICLES OF MERGER

FLORIDA PROFIT CORPORATIONS

TREASURE COAST BANKCORP, INC.
(Charter #678154)

--------merging into--------

BARNETT BANKS OF FLORIDA, INC.

Surviving Charter Number: 121467

Filing Date: November 1, 1984

121467

Barnett Banks of Florida, Inc.
100 Laura Street
Post Office Box 40789
Jacksonville, Florida 32231
904/791-7403

Janice S. Fluegel
Regulatory Relations Officer

October 30, 1984

Mr. D. W. McKinnon, Director
Division of Corporations
Department of State
State of Florida
The Capitol
Tallahassee, FL 32304

006 6689 11/02/84 30.00 14
006 6689 11/02/84 15.00 6
006 6689 11/02/84 45.00 TL

Dear Mr. McKinnon:

Enclosed are executed Articles of Merger by which Treasure Coast Bankcorp, Inc., will be merged into Barnett Banks of Florida, Inc., the surviving corporation. This merger should be effective at 11:59 p.m. on November 1, 1984.

Also enclosed is a check for $45.00 to cover the filing costs involved (calculated at $15 for each of the two corporations involved and $15 for a certified copy of the Articles of Merger).

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,

Janice S. Fluegel

Janice S. Fluegel

JSF/jjs

Enclosures

Merger

Availability	11-1-84
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	BLK
W. P. Verifyer	

CHARTER TAX STAMP
C. TAX
FILING 30
R. AGENT FEE
C. COPY 15
TOTAL 45
N. BANK
BALANCE DUE
REFUND

FILED
1984 NOV -1 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1984 NOV -1 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merging
TREASURE COAST BANKCORP, INC.
into
BARNETT BANKS OF FLORIDA, INC.
with Barnett Banks of Florida, Inc.
as the Surviving Corporation

Pursuant to Section 607.224 of the Florida General Corporation Act, these Articles of Merger are adopted by Treasure Coast Bankcorp, Inc. ("Treasure Coast") and Barnett Banks of Florida, Inc. ("Barnett").

1. Treasure Coast, a Florida corporation, shall be merged into Barnett, a Florida corporation. Barnett shall be the surviving corporation. The merger shall be effective at 11:59 p.m. on November 1, 1984.

2. A true copy of the Plan and Agreement of Merger (the "Merger Agreement") between Barnett and Treasure Coast is attached hereto and is made a part hereof.

3. The Merger Agreement was adopted by the directors of Treasure Coast on April 26, 1984 and by the directors of Barnett on July 18, 1984.

4. An aggregate of 156,000 shares of Treasure Coast's common stock are outstanding on the date hereof. Barnett owns 155,856 shares of Treasure Coast's common stock. No shares of Treasure Coast's preferred stock are outstanding on the date hereof. Neither Barnett nor Treasure Coast is required to obtain shareholder approval of the merger since Barnett owns more than 90% of Treasure Coast's capital stock.

5. A copy of the Merger Agreement was mailed to each of Treasure Coast's shareholders on July 18, 1984.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations as of this 30th day of October, 1984.

BARNETT BANKS OF FLORIDA, INC.

Attest:

Hinton F. Nobles, Jr.
Its Secretary

BY: Charles E. Rice
Its Chairman and President

(Corporate Seal)

TREASURE COAST BANKS, INC.

BY: C A Bramley
Its Vice President

Attest:

Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30 day of October, 1984, by Hinton F. Nobles, Jr. as Secretary of Barnett Banks of Florida, Inc., a Florida corporation, on behalf of the corporation.

Susan S. Shipp
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 30, 1983

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 30th day of October, 1984, by C.A. Bramley, Jr. as Vice President of Treasure Coast Bankcorp, Inc., a Florida corporation, on behalf of the corporation.

Peggy Huckaba
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 30, 1985

ORIGINAL -- [illegible]

FILED

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EXHIBIT A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made this 18th day of July, 1984, by Barnett Banks of Florida, Inc. ("Barnett"), a Florida corporation, and Treasure Coast Bankcorp, Inc. ("Treasure Coast"), a Florida Corporation.

R E C I T A L S

Barnett and Treasure Coast are corporations duly organized and existing under the laws of Florida. The authorized capital stock of Treasure Coast consists of 1,000,000 shares of common stock having a par value of $5.00 per share. An aggregate of 156,000 shares of Treasure Coast's common stock are currently issued and outstanding. Barnett owns 155,856 shares of Treasure Coast's common stock.

The parties wish for Treasure Coast to merge with and into Barnett on the terms and conditions set forth herein.

NOW THEREFORE, Barnett and Treasure Coast agree as follows:

1. Merger. Treasure Coast shall be merged into Barnett. Barnett shall continue as the surviving corporation (the "surviving corporation") as follows:

   a. Effective Time. The merger contemplated by this Agreement shall become effective upon the filing of appropriate Articles of Merger with the Florida Secretary of State. The date and time of such effectiveness are referred to herein as the "Effective Time".

   b. Governing Law. The laws of Florida shall govern the surviving corporation.

   c. Articles of Incorporation. The Amended and Restated Articles of Incorporation of Barnett shall continue on and after the Effective Time as the Amended and Restated Articles of Incorporation of the surviving corporation.

   d. Bylaws. The Bylaws of Barnett, as in effect at the Effective Time, shall continue to be the Bylaws of the surviving corporation until amended as provided therein.

   e. Directors, Officers and Agents. The officers, directors and resident agent of Barnett at the Effective Time shall continue to serve as the officers, directors and resident agent of the surviving corporation.

f. Rights of Surviving Corporation. At the Effective Time, the separate existence and corporate organization of Treasure Coast shall cease, and it shall be merged into Barnett. Barnett shall thereafter succeed to and possess all the properties, rights, privileges, immunities, powers, and franchises of Treasure Coast. Barnett shall further be subject to all of the debts, liabilities, obligations, restrictions, disabilities and duties of Treasure Coast.

2. Conversion of Stock. The mode of implementing the merger (the "Merger") provided in this Agreement is as follows;

a. Common Stock of Treasure Coast.

(i) Cancellation. At the Effective Time, the following shares of Treasure Coast's common stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the record holder thereof, be cancelled: (aa) all shares of Treasure Coast's common stock which are then held in Treasure Coast's treasury; and (bb) all shares of Treasure Coast's common stock which are then held by Barnett. The holders of such shares shall not be entitled to receive cash, stock, or other consideration upon the cancellation of such shares.

(ii) Conversion. All shares of Treasure Coast's common stock issued and outstanding at the Effective Time, other than shares which are to be cancelled pursuant to the foregoing subparagraph and other than shares with respect to which dissenters rights have been validly elected pursuant to the Florida General Corporation Act, shall be referred to herein as "conversion shares" of Treasure Coast's common stock. Each conversion share of Treasure Coast's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the record holder thereof, be converted into the right to receive, upon surrender of the certificate representing such share, the sum of $32.00 in cash payable to the holder thereof without interest thereon.

(iii) Procedure. Promptly after the Effective Time of the Merger, the surviving corporation shall mail to each record holder, as of the Effective Time, of an outstanding certificate or certificates, which prior thereto represented conversion shares of Treasure Coast's common stock, a letter of transmittal and instructions for effecting the surrender of such certificate or certificates for conversion thereof. The letter of transmittal shall specify that delivery shall be effective, and risk of loss and title to such certificate or certificates shall pass, only upon proper delivery of such certificate or certificates to the surviving corporation and shall include instructions for effecting the surrender of such certificate or certificates for the conversion thereof. Upon surrender to the surviving corporation of such certificate or certificates, together with such letter of transmittal, duly executed, the surviving corporation shall promptly pay to the person entitled thereto the amount of cash to which such person is entitled hereunder. No interest will be paid or accrued on the cash payable upon the surrender of the certificate or certificates. If payment is to be made to a person other than the one in whose name the surrendered certificate is registered, the certificate so surrendered shall be properly endorsed or otherwise be in proper form for transfer, and the person requesting such payment shall pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the surrendered certificate. Until surrendered in accordance with the provisions of this paragraph, the certificate or certificates which immediately prior to the Effective Time represented conversion shares of Treasure Coast's common stock shall represent for all purposes the right to receive $32.00 in cash multiplied by the number of shares evidenced by such certificate or certificates.

(iv) Registration. After the Effective Time of the Merger, no further transfers of Treasure Coast's common stock shall be registered on the records of Treasure Coast.

b. Capital Stock of Barnett. None of the shares of Barnett's capital stock issued and outstanding at the Effective Time shall be changed or otherwise converted as a result of the Merger. All of such shares shall remain issued and outstanding shares of capital stock of Barnett.

3. Dissenters' Rights. As soon as practicable after adoption of resolutions approving this Plan and Agreement of Merger by the directors of Barnett and Treasure Coast, a copy of this Plan and Agreement of Merger shall be sent to the record holders of the common stock of Treasure Coast. Shareholders dissenting from the Merger are entitled, if they comply with the provisions of Section 607.247, Florida Statutes, to be paid the fair value of their shares of Treasure Coast's common stock pursuant to the provisions of such statute.

4. Further Assurances. If at any time the surviving corporation shall consider or be advised that any further deed, assignment, conveyance or other instrument of transfer or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the surviving corporation the title to any property, assets or rights acquired or to be acquired by or as a result of the Merger, the proper officers and directors of Barnett and Treasure Coast shall be and they hereby are severally and fully authorized to execute and deliver such deeds, assignments, conveyances or other instruments of transfer and take such other action as may be necessary or proper in the name of Barnett or Treasure Coast to vest, perfect or confirm title to such property, assets or rights in Barnett and otherwise carry out the purposes of this Agreement.

5. Abandonment of Merger. Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be terminated or abandoned at any time before Articles of Merger are filed with the Secretary of State of Florida without action or approval by the shareholders of Barnett or Treasure Coast by mutual consent of the Board of Directors of Barnett and Treasure Coast.

6. Amendment. Any of the terms or conditions of this Agreement may be modified or waived at any time before Articles of Merger are filed with the Secretary of State of Florida by the party which is, or the shareholders of which are, entitled to the benefit thereof upon the authority of the Board of Directors of such party.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been approved and adopted by resolutions of the directors of Barnett and Treasure Coast and has been executed by duly authorized officers of each corporation as of the date first above written.

BARNETT BANKS OF FLORIDA, INC.

By Charles E. Rice
Charles E. Rice
Chairman and President

TREASURE COAST BANKCORP, INC.

By C. A. Bramley Jr.
Clement A. Bramley, JR.
Vice President