

121467

Merger

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Filed 7-31-85, eff. 8-1-85

5pgs.

ARTICLES OF MERGER
FLORIDA PROFIT CORPORATIONS

NICEVILLE BANKSHARES CORPORATION
(Charter #F06533)

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

BARNETT BANKS OF FLORIDA, INC.

Surviving Charter Number: 121467

Filing Date: July 31, 1985, Effective August 1, 1985.

121467



Barnett Banks of Florida, Inc.

Janice S. Fluegel
Regulatory Relations Officer

100 Laura Street
Post Office Box 40789
Jacksonville, Florida 32231
904/791-7403

July 30, 1985

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

FILED
JUL 31 11:32
TALLAHASSEE
FBI

Dear Mr. McKinnon:

Enclosed are executed Articles of Merger by which Niceville Bankshares Corporation, will be merged into Barnett Banks of Florida, Inc., the surviving corporation. This merger should be effective at 12:01 a.m. on August 1, 1985.

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

Merger

Name	JSP/blh
Availability	7-31-85
Enclosures	
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

EFFECTIVE DATE
8-1-85

CHARTER TAX STAMP

C. TAX	_____
FILING	<u>30</u>
R. AGENT FEE	_____
C. COPY	<u>15</u>
TOTAL	<u>45</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

EFFECTIVE DATE

8-1-85

ARTICLES OF MERGER
Merging
NICEVILLE BANKSHARES CORPORATION
into
BARNETT BANKS OF FLORIDA, INC.
with Barnett Banks of Florida, Inc.
as the Surviving Corporation

FILED

1985 JUL 31 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.224 of the Florida General Corporation Act, these Articles of Merger are adopted by Niceville Bankshares Corporation ("Niceville") and Barnett Banks of Florida, Inc. ("Barnett").

1. Niceville, a Florida corporation, shall be merged into Barnett, a Florida corporation (the "Merger"). Barnett shall continue as the surviving corporation (the "surviving corporation") and the Amended and Restated Articles of Incorporation of Barnett shall be the Amended and Restated Articles of Incorporation of the surviving corporation.
2. The merger shall be effective at 12:01 a.m. on August 1, 1985.
3. The Plan and Agreement of Merger (the "Merger Agreement") was adopted by the directors of Niceville on April 10, 1985 and by the directors of Barnett on April 17, 1985.
4. An aggregate of 43,650 shares of Niceville's common stock are outstanding as the date hereof. On July 25, 1985, at a special meeting of shareholders, the Merger Agreement was approved, with 43,400 shares (99.4%) of common stock voted in favor of the agreement and no shares of common stock voted against it.
5. Pursuant to §607.221(4), no vote of Barnett shareholders was required.
6. Notice of the special meeting and a Proxy Statement including the Merger Agreement was mailed to each of Niceville's shareholders on June 25, 1985.
7. On the Effective Date of the Merger, each outstanding share of Niceville common stock shall be cancelled and converted into the right to receive \$229.10 in cash.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations as of this 30th day of July, 1985.

BARNETT BANKS OF FLORIDA, INC.

Attest:

Hinton F. Nobles, Jr.
Its Secretary

BY: Charles E. Rice
Its Chairman and President

(Corporate Seal)

NICEVILLE BANKSHARES CORPORATION

BY: W. H. Powell
Its President & CEO

Attest:

Jean L. Nott
Its Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of July, 1985, by Hinton F. Nobles, Jr. as Secretary of Barnett Banks of Florida, Inc., a Florida corporation, on behalf of the corporation.

Susan L. Shipp
Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 30, 1988

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 29th day of July, 1985, by W. H. Powell as President & CEO of Niceville Bankshares Corporation, a Florida corporation, on behalf of the corporation.

Donna L. Elliott
Notary Public

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Jan. 25, 1985
Notary Public - State of Florida