

121467

Merger

Filed 6-29-84, eff. 6-30-84 600002556016--4

9pgs.

ARTICLES OF MERGER
FLORIDA PROFIT CORPORATIONS

FLORIDA COAST BANKS, INC.
(Charter #369425)

——merging into——

BARNETT BANKS OF FLORIDA, INC.

Surviving Charter Number: 121467

Filing Date: June 29, 1984

Effective Date: June 30, 1984

121467

Charter / Only

VALIDATION ONLY

HOPPING BOYD GREEN & SAMS

Requestor's Name

420 LEWIS STATE BANK BUILDING

Address

TALLAHASSEE, FL

32314

222-7500

City

State

ZIP

Phone #

Nancy Mazek

CORPORATION(S) NAME

BARNETT BANKS OF FLORIDA, INC.

FLORIDA COAST BANKS, INC.

CHARTER TAX STAMP

☐ PROFIT
☐ NON-PROFIT

☐ AMENDMENT

☒ MERGER

C. TAX
FILING 30

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

R. AGENT FEE
C. COPY 15

☐ LIMITED PARTNERSHIP
☐ REINSTATEMENT

☐ ANNUAL REPORT
☐ OTHER

☐ RESERVATION

TOTAL 45
N. BANK

☒ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

DUE DATE DUE

☒ WALK IN

☐ WILL WAIT

☒ PICK UP

☐ MAIL OUT

☒ REFUND 6-30-84

EFFECTIVE DATE THERE IS A PROBLEM

Name	6-29-84
Availability	
Document Examiner	<i>DL</i>
Updater	<i>DL</i>
Updater Verifier	<i>DL</i>
Acknowledgment	<i>BLK</i>
W.P. Verifier	<i>DL</i>

WILL PICK UP BY 3:30 6/29

will send check later today

FILED
1984 JUN 29 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-30-84

FILED

JUN 29 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merging
FLORIDA COAST BANKS, 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 Florida Coast Banks, Inc. ("Florida Coast") and Barnett Banks of Florida, Inc. ("Barnett").

1. Florida 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 June 30, 1984.

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

3. The Merger Agreement was adopted by the directors of Florida Coast on May 30, 1984 and by the directors of Barnett on May 16, 1984.

4. An aggregate of 2,745,121 shares of Florida Coast's common stock are outstanding on the date hereof. Barnett owns 2,681,409 shares of Florida Coast's common stock. No shares of Florida Coast's preferred stock are outstanding on the date hereof. Neither Barnett nor Florida Coast is required to obtain shareholder approval of the merger since Barnett owns more than 90% of Florida Coast's capital stock.

5. A copy of the Merger Agreement was mailed to each of Florida Coast's shareholders on May 30, 1984.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations as of this 28 day of June, 1984.

Attest:

William F. Hobbs, Jr.
Its Secretary

(Corporate Seal)

BARNETT BANKS OF FLORIDA, INC.

By Charles E. Rice
Its President

FLORIDA COAST BANKS, INC.

Attest:

Beverly J. Hardy
Its Secretary

By

Thomas H. Yochum
Its President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of June, 1984, by Hinton E. Nobles as Secretary of Barnett Banks of Florida, Inc., a Florida corporation, on behalf of the corporation.

Donna L. Ulsch
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES
JULY 28, 1988

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of June, 1984, by Thomas H. Yochum as President of Florida Coast Banks, Inc., a Florida corporation, on behalf of the corporation.

Beverly J. Hardy
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 2, 1984
BOWLED INTO GENERAL INS. 140.

FILED

1984 JUN 29 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made this 30th day of May, 1984, by Barnett Banks of Florida, Inc. ("Barnett"), a Florida corporation, and Florida Coast Banks, Inc. ("Florida Coast"), a Florida corporation.

R E C I T A L S

Barnett and Florida Coast are corporations duly organized and existing under the laws of Florida. The authorized capital stock of Florida Coast consists of 5,000,000 shares of common stock having a par value of \$1.00 per share. An aggregate of 2,745,121 shares of Florida Coast's common stock are currently issued and outstanding. Barnett owns 2,681,409 shares of Florida Coast's common stock.

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

NOW THEREFORE, Barnett and Florida Coast agree as follows:

1. Merger. Florida 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.

2. Rights of Surviving Corporation. At the Effective Time, the separate existence and corporate organization of Florida 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 Florida Coast. Barnett shall further be subject to all of the debts, liabilities, obligations, restrictions, disabilities and duties of Florida Coast.

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

a. Common Stock of Florida Coast.

(i) Cancellation. At the Effective Time, the following shares of Florida 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 Florida Coast's common stock which are then held in Florida Coast's treasury; and (bb) all shares of Florida 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 Florida 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 Florida Coast's common stock. Each conversion share of Florida 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 \$27.50 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 Florida 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 Florida Coast's common stock shall represent for all purposes the right to receive \$27.50 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 Florida Coast's common stock shall be registered on the records of Florida 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 Florida Coast, a copy of this Plan and Agreement of Merger shall be sent to the record holders of the common stock of Florida 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 Florida 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 Florida 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 Florida 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 Florida Coast by mutual consent of the Boards of Directors of Barnett and Florida 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 Florida 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: /s/ Charles E. Rice
Chairman and President

FLORIDA COAST BANKS, INC.

By: /s/ Robert L. Kester
Chairman