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Merger

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TO: DIVISION OF CORPORATIONS

FROM: MAHONEY ADAMS & CRISER, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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FROM

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SUNCOAST BANCORP, INC., a Florida corporation, F44937

INTO

BARNETT BANKS, INC., a Florida corporation, 121467.

File date: June 6, 1996

Corporate Specialist: Linda Stitt

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 31st day of May, 1996, by and between SUNCOAST BANCORP, INC., a Florida corporation ("Suncoast"), and BARNETT BANKS, INC., a Florida corporation ("BBI").

## WITNESSETH:

WHEREAS, Suncoast is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, Suncoast, is authorized to issue 600,000 shares of voting Common Stock, \$10.00 par value ("Suncoast Common Stock"), of which 378,200 shares of Suncoast Common Stock are issued and outstanding; and

WHEREAS, BBI is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, BBI is authorized to issue 200,000,000 shares of voting common Stock, par value \$2.00 (the "BBI Common Stock"), of which approximately 96,323,699 shares of BBI Common Stock are issued and outstanding; and

WHEREAS, BBI owns all of the issued and outstanding shares of Suncoast Common Stock and the respective Boards of Directors of Suncoast and BBI deem it advisable, for the benefit of their respective corporations and shareholders, that Suncoast be merged into BBI, with BBI as the surviving corporation (in its capacity as surviving corporation, BBI is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are SUNCOAST BANCORP, INC. ("Suncoast") and BARNETT BANKS, INC. ("BBI"). In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), Suncoast shall be merged into BBI and BBI shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of BBI, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of Suncoast with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of BBI and the Surviving

Corporation shall be vested fully therewith and the separate corporate existence and identity of Suncoast shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of BBI, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of BBI, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for BBI as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the Suncoast Common Stock into the BBI Common Stock shall be as follows:

a. The shares of Suncoast Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed canceled and of no further force or effect, in recognition of the fact that BBI is the sole shareholder of Suncoast.

b. The stock transfer books of Suncoast shall be closed as of the close of business on the Effective Date and no transfer of record of any of the Suncoast Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of Suncoast and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or

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belonging or due to Suncoast shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of Suncoast and any claim existing or action or proceeding pending by or against Suncoast or BBI may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Suncoast or BBI shall be impaired by the merger.

7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be the name of Barnett Banks, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

BBI:

BARNETT BANKS, INC.

By: Catherine C. Cosby  
Catherine C. Cosby  
Corporate Secretary

SUNCOAST:

SUNCOAST BANCORP, INC.

By: Charles W. Newman  
Charles W. Newman  
Vice President

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