

130692

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GIBSON SECURITY CORP., a Florida corporation, document number 130692

INTO

NATIONSBANK CORPORATION, a North Carolina corporation not qualified in  
Florida.

File date: August 13, 1997

Corporate Specialist: Karen Gibson

Document Number Only

130692

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

~~WB Acquisition, Inc.~~ (FL)  
mergers, into:

Nationbank Corporation (NC)

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign               |   |   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc Filing   |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
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| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In    |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out              |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

AUG 11 1997

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

Tamara  
JAC 8/12

CR2E031 (1-89)

97 AUG 13 PM 1:47  
SECRET  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
97 AUG 11 AM 11:55  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NB-ACQUISUB, INC.  
Ref. Number: P97000060950

Gibson Security Corp.  
merging into:  
NationsBank Corporation

We have received your document for NB ACQUISUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE STATUS OF NB ACQUISUB, INC., IS ALREADY MERGED AS OF 8/01/97.  
SEE THE ATTACHED PRINT-OUT,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00040648

8-13-97

Karen-  
Please do not backdate.  
(This is the merger we discussed  
this morning.)  
Thanks for your assistance,

Tamara/CT

**ARTICLES OF MERGER**  
**OF**  
**GIBSON SECURITY CORP., A FLORIDA CORPORATION,**  
**WITH AND INTO**  
**NATIONSBANK CORPORATION,**  
**A NORTH CAROLINA CORPORATION**

FILED  
97 AUG 13 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt and the surviving corporation delivers for filing the following Articles of Merger:

1. The names of the corporations participating in the Merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Gibson Security Corp.	Florida
NationsBank Corporation	North Carolina

2. NationsBank Corporation shall be the surviving corporation resulting from the Merger and shall continue to be governed by the laws of the State of North Carolina.

3. The Plan of Merger dated August 7, 1997 is set forth as Exhibit A hereto, and is incorporated herein by reference.

4. The Plan of Merger was adopted by the shareholders of Gibson Security Corp. on May 29, 1997. Approval of the Merger by the shareholders of NationsBank Corporation is not required under the North Carolina Business Corporation Act.

5. The Plan of Merger was approved by the Board of Directors of Gibson Security Corp. on May 29, 1997, and was approved by the Board of Directors of NationsBank Corporation on March 26, 1997.

6. The laws of the State under which the foreign participating corporation is organized permit such a merger under substantially the same terms as the Florida Business Corporation Act.

7. The Merger shall become effective upon the filing of these Articles of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Gibson Security Corp. and NationsBank Corporation by their authorized officers as of August 7, 1997.

**GIBSON SECURITY CORP.**

By: Frank L. Gentry  
Frank L. Gentry  
President

**NATIONSBANK CORPORATION**

By: Frank L. Gentry  
Frank L. Gentry  
Executive Vice President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**GIBSON SECURITY CORP.**  
**WITH AND INTO**  
**NATIONSBANK CORPORATION**

Pursuant to this plan of merger, Gibson Security Corp., a corporation organized and existing under the laws of the State of Florida ("GSC") shall be merged ("Merger") with and into NationsBank Corporation, a corporation organized and existing under the laws of the State of North Carolina (the "Corporation"), in accordance with the following terms and conditions:

**FIRST:** Upon the Merger becoming effective, GSC, a wholly-owned subsidiary of the Corporation, shall be merged with and into the Corporation, the parent corporation, which shall be the surviving corporation.

**SECOND:** The Articles of Incorporation of the Corporation, as in effect at the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

**THIRD:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations shall be as follows:

- (a) Each share of capital stock of the Corporation issued and outstanding at the effective time of the Merger shall remain issued and outstanding.
- (b) Each share of capital stock of GSC issued and outstanding at the effective time of the Merger shall forthwith be canceled and no consideration shall be issued or paid with respect thereto.

**FOURTH:** Additional terms and conditions of the Merger are as follows:

- (a) The Bylaws of the Corporation as they shall exist at the effective time of the Merger shall be and remain the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office upon and after the effective time of the merger.

- (c) The Merger shall become effective on August 8, 1997, or otherwise when deemed to be effective in accordance with applicable law.

FIFTH: To the extent permitted by applicable law, this Plan of Merger may be amended, or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the effective date of the Merger.