

141020

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WGB Acquisition, LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Arlene Silverman, Corporate Paralegal
(Contact Person)

Blalock, Walters, Held & Johnson, P.A.
(Firm/Company)

802 11th Street West
(Address)

Bradenton, FL 34205-7734
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Arlene Silverman at (941) 748-0100
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Wyman, Green & Blalock, Inc. 1111 8 th Avenue West Bradenton, FL 34205 Florida Document/Registration No. 141020	Florida	corporation FEI No. 59-03658

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WGB Acquisition, LLC 200 West Second Street Winston-Salem, NC 27102 Florida Document/Registration No. N/A	North Carolina	limited liability company FEI No. 56-0939887

THIRD: The Plan of Merger attached hereto as Exhibit A was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by the other business entity that is a party to the merger in accordance with the applicable laws of North Carolina.

FIFTH: The merger shall become effective as of December 1, 2006 at 12:01 A.M., Eastern Time.

SIXTH: The surviving entity agrees to promptly pay the dissenting shareholders of the merging domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

SEVENTH: The surviving entity is an out-of-state entity not qualified to transact business in this state. The surviving entity:

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TALLAHASSEE, FLORIDA

- a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes:

1111 8th Avenue West
Bradenton, FL 34205

- b) Appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

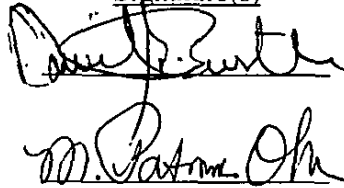
TENTH: signature(s) for each party.

Name of Entity

Wyman, Green &
Blalock, Inc.

WGB Acquisition, LLC

Signature(s)



Typed or Printed Name of Individual

Daniel G. Bustle, President

BB&T Corporation, Sole Member
By: M. Patricia Oliver
Title: Executive Vice President,
General Counsel, Secretary and Chief
Corporate Governance Officer

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TALLAHASSEE, FLORIDA

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EXHIBIT A

**PLAN OF MERGER
OF
WYMAN, GREEN & BLALOCK, INC.
INTO
WGB ACQUISITION, LLC**

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and Section 57C-9A-21 of the North Carolina Limited Liability Company Act.

1. Wyman, Green & Blalock, Inc., a Florida corporation (the "Merging Entity"), shall be merged (the "Merger") into WGB Acquisition, LLC, a North Carolina limited liability company (the "Surviving Entity"), pursuant to the terms of the Agreement and Plan of Reorganization dated as of November 16, 2006 (the "Reorganization Agreement") by and among the Merging Entity, the Merging Entity's shareholders (the "Shareholders") and BB&T Corporation, a North Carolina corporation ("BB&T").

2. The name of the surviving entity shall be WGB Acquisition, LLC.

3. At the Effective Time (defined below), the outstanding membership interests of the Surviving Entity will not be converted or altered in any manner and will remain outstanding as membership interests of the Surviving Entity. The issued and outstanding shares of capital stock of the Merging Entity will be converted and exchanged as follows:

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Entity or the Shareholders, each share of capital stock of the Merging Entity issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into and shall represent the right to receive, upon surrender of the certificate or certificates representing such shares (as provided in paragraph (d) below), the number of shares of common stock of BB&T ("Common Stock") determined by dividing the number of issued and outstanding shares of the Surviving Entity immediately prior to the Effective Time of the Merger (the "Shares") into the number of Exchange Shares. "Exchange Shares" means the aggregate number of shares of Common Stock issuable to the Shareholders upon consummation of the Merger, determined in accordance with the Reorganization Agreement. The Exchange Shares shall be distributable at the Effective Time.

(b) From and after the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall thereupon and thereafter, to the extent consistent with its articles of organization possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature of the Merging Entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging

Entity shall be taken and deemed to be transferred to and vested in the Merging Entity without further act or deed; and the title to any real estate or any interest therein vested in the Surviving Entity shall not revert or be in any way impaired by reason of the Merger.

(c) Until surrendered, each outstanding certificate which prior to the Effective Time represented one or more Shares shall be deemed upon the Effective Time for all purposes to represent only the right to receive the portion of the Exchange Shares attributable to such Share or Shares. The Shareholders shall be entitled to vote after the Effective Time at any meeting of BB&T's shareholders the number of Exchange Shares into which their respective Shares are converted to the extent permitted by law, regardless of whether such holders have exchanged their Share certificates for certificates representing Common Stock in accordance with the provisions of the Reorganization Agreement. Whenever a dividend or other distribution is declared by BB&T of the Common Stock, the record date for which is at or after the Effective Time, the declaration shall include dividends or other distributions on all shares issuable pursuant to the Reorganization Agreement, but no such dividend or distribution shall be made until such shares have been issued. No interest will be paid or accrued with respect to any such dividend or distribution or otherwise with respect to the Exchange Shares. Any certificate for Shares that has been lost or destroyed shall be deemed to be surrendered upon receipt by BB&T of evidence of ownership of the Shares represented thereby and of indemnity in each case reasonably satisfactory to BB&T. After the Effective Time, no transfer of Shares shall be made on the stock transfer books of the Merging Entity.

(d) Upon surrender at or after the Effective Time of the certificates, duly endorsed in blank, which immediately prior to the Effective Time represented Shares, BB&T shall promptly cause the Exchange Shares to be transferred to the persons entitled thereto.

4. As of the Effective Time, there are no outstanding rights to acquire interests, shares, obligations or other securities of the Merging Entity.

5. The articles of organization of the Surviving Entity shall not be amended as a result of the Merger. The articles of organization of the Surviving Entity, as constituted immediately prior to the Effective Time, shall continue as the articles of organization of the Surviving Entity after the Effective Time until amended pursuant to applicable law.

6. The Plan of Merger was approved and adopted by the directors and shareholders of the Merging Entity on November 16, 2006, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by the sole member and manager of the Surviving Entity on November 16, 2006, in accordance with the applicable provisions of the North Carolina Limited Liability Company Act.

7. The name and business address of the sole member and manager of the Surviving Entity is as follows:

BB&T Corporation
200 West Second Street
Winston-Salem, North Carolina 27102

8. The Merger shall become effective at 12:01 A.M. Eastern Time on December 1, 2006 (the "Effective Time").

9. The Merger may be terminated at any time prior to the Effective Time by the Merging Entity or the Surviving Entity.

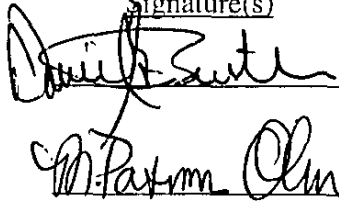
Executed on behalf of the parties by their respective officers pursuant to the authorization of their respective Board of Directors or Managers, as applicable.

Name of Entity

Wyman, Green &
Blalock, Inc.

WGB Acquisition, LLC

Signature(s)



Typed or Printed Name of Individual

Daniel G. Bustle, President

BB&T Corporation, Sole Member
By: M. Patricia Oliver
Title: Executive Vice President,
General Counsel, Secretary and Chief
Corporate Governance Officer

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