

Jan. 26. 2001 11:35AM  
Division of Corporations

304036

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**MERGER OR SHARE EXCHANGE**

**ROGER BOUCHARD INSURANCE, INC.**

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01/26/01 merger

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ONESOURCE GROUP, INC., a Florida corporation, M96798

INTO

**ROGER BOUCHARD INSURANCE, INC.**, a Florida entity, 304036

File date: January 26, 2001

Corporate Specialist: Darlene Connell

FAX AUDIT NUMBER: H01000011163 2)))

ARTICLES OF MERGER  
OF  
ONESOURCE GROUP, INC.  
(a Florida corporation)  
AND  
ROGER BOUCHARD INSURANCE, INC.  
(a Florida corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide that:

Article I

Name of Surviving Corporation

OneSource Group, Inc., a Florida corporation ("OneSource"), shall be merged with and into Roger Bouchard Insurance, Inc., a Florida corporation ("Bouchard"), and Bouchard shall be the surviving corporation.

Article II

Plan of Merger

The Plan of Merger is attached hereto as Exhibit "A."

Article III

Effective Time of Merger

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

Article IV

Approval of the Merger

The Plan of Merger was approved by the shareholders of OneSource, in accordance with Florida law, as of January 25, 2001.

The Plan of Merger was adopted and approved by the board of directors of Bouchard, in accordance with Florida law, at a special meeting of the board of directors held on November 15, 2000. Approval of the merger by the shareholder of Bouchard was not required.

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No. 0803 P. 3

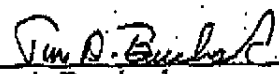
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of OneSource and Bouchard by their authorized officers as of January 25, 2001.

ONESOURCE GROUP, INC.

By:   
Earl E. Horton, Jr.  
Chief Executive Officer

ROGER BOUCHARD INSURANCE, INC.

By:   
Tim A. Bouchard  
Vice President

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## EXHIBIT A TO ARTICLES OF MERGER

### PLAN OF MERGER

ONESOURCE GROUP, INC., a Florida corporation ("OneSource"), shall be merged into ROGER BOUCHARD INSURANCE, INC. ("Bouchard"), a Florida corporation and wholly owned subsidiary of FNB Corporation, a Pennsylvania corporation ("FNB").

### BACKGROUND INFORMATION

The board of directors of each of FNB, Bouchard and OneSource has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that OneSource be merged into Bouchard, at the conclusion of which Bouchard shall remain as the surviving or resulting entity and the corporate existence of OneSource shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger") and OneSource has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of OneSource. Accordingly, the merger shall be effected as follows:

### OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), OneSource shall be merged with and into Bouchard (the "Merger"), and Bouchard shall constitute the surviving and resulting corporation of such Merger (hereinafter Bouchard sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of OneSource shall cease and Bouchard shall continue its corporate existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective as of the date of filing Articles of Merger with the Florida Secretary of State (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of OneSource shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by OneSource shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to OneSource shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of OneSource existing as of the Effective Date.

5. Terms of the Merger. (a) Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of OneSource shall be deemed canceled and

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voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to FNB and Bouchard, the shares of the common stock of OneSource outstanding prior to the Merger shall be transformed and converted as follows: the shares of common stock of OneSource owned by shareholders prior to the Merger shall be converted into the right to receive the Merger Consideration (as defined below). The Merger Consideration shall be delivered to the shareholders of OneSource pro rata in accordance with their respective ownership of the shares of common stock of OneSource. The term "Merger Consideration," as used herein, shall mean that number of shares of FNB common stock, \$2.00 par value per share (the "FNB Common Stock"), determined as follows:

(i) in the event that the Stock Price shall be between \$19.50 and \$21.00, inclusive, the Merger Consideration shall consist of that number of shares of FNB Common Stock equal to the result obtained by dividing the Aggregate Purchase Price by the Stock Price;

(ii) in the event that the Stock Price shall be less than \$19.50, the Merger Consideration shall consist of that number of shares of FNB Common Stock equal to the result obtained by dividing the Aggregate Purchase Price by \$19.50; and

(iii) in the event that the Stock Price shall be greater than \$21.00, the Merger Consideration shall consist of that number of shares of FNB Common Stock equal to the result obtained by dividing the Aggregate Purchase Price by \$21.00.

(b) As used herein, the term "Aggregate Purchase Price" means that amount equal to the sum of (A) nine million dollars (\$9,000,000) and (B) the shareholders' equity of OneSource, as of December 31, 2000, with certain adjustments as set forth in the Agreement and Plan of Merger, dated December 20, 2000, by and among FNB, Bouchard, OneSource and certain shareholders of OneSource.

(c) As used herein, the term "Stock Price" means the average of the closing bid and ask prices of FNB Common Stock as reported by the Nasdaq Stock Market for the ten most recent consecutive full trading days prior to the fifth business day prior to the closing date of the Merger.

6. Shareholder Consent. The Merger is contingent upon holders of a majority of the shares of common stock of OneSource outstanding prior to the Merger approving the Merger.

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