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EXAMINER



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Linda Brinkley
Requester's Name

215 S. Monroe St
Address

Tallahassee FL 32301
City/State/Zip 8508425-672
Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CF Finance, LLC & SunTrust Bank Holding Co.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

EFFECTIVE DATE 7/31/2012

ARTICLES OF MERGER OF

**CF FINANCE, L.L.C.
A Delaware Limited
Liability Company**

WITH AND INTO

**SUNTRUST BANK HOLDING COMPANY
A Florida Corporation**

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
12 JUL 30 AM 10:37

Pursuant to the provisions of Sections 607.1108 and 607.1104 of the Florida Business Corporation Act, CF Finance, L.L.C., a Delaware limited liability company ("CF Finance"), and SunTrust Bank Holding Company ("STBHC"), a Florida corporation, hereby submit the following Articles of Merger in connection with the merger of CF Finance with and into STBHC:

I.

The Agreement and Plan of Merger (the "Agreement") is attached hereto as Exhibit A. Pursuant to the Agreement and these Articles of Merger, CF Finance will be merged with and into STBHC with STBHC as the surviving entity (the "Surviving Entity").

II.

The merger shall be effective as of 11:59 p.m. on July 31, 2012.

III.

The Agreement was unanimously approved by the Board of Directors and the sole shareholder of STBHC.

The Agreement was approved by the sole member of CF Finance.

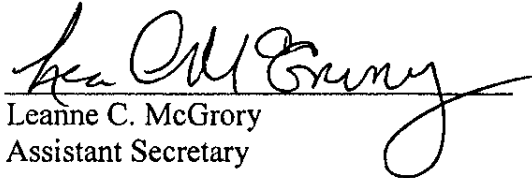
IV.

The Articles of Incorporation of the Surviving Entity shall be the same as the Articles of Incorporation of STBHC and no amendment is made thereto as a result of the merger.

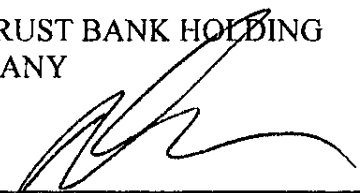
(Signature Page to Follow)

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed effective as of the 31st day of July, 2012.

CF FINANCE, L.L.C.

By: 
Leanne C. McGrory
Assistant Secretary

SUNTRUST BANK HOLDING
COMPANY

By: 
Name: David A. Wisniewski
Title: Vice President

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed effective as of the 31st day of July, 2012.

CF FINANCE, L.L.C.

By: _____
Leanne C. McGrory
Assistant Secretary

SUNTRUST BANK HOLDING
COMPANY

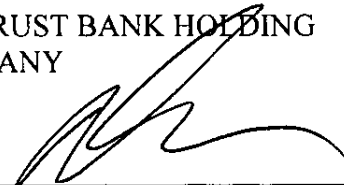
By:  _____
Name: David A. Wisniewski
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
CF FINANCE, L.L.C.
AND
SUNTRUST BANK HOLDING COMPANY**

This Agreement and Plan of Merger (this "Plan") is made and entered into as of the 31st day of July, 2012, by and between CF FINANCE, L.L.C., a Delaware limited liability company ("CF Finance"), and SUNTRUST BANK HOLDING COMPANY, a Florida corporation ("STBHC").

WITNESSETH:

WHEREAS, CF Finance is a wholly owned subsidiary of STBHC, and STBHC and CF Finance have determined that it is in the best interests of STBHC and CF Finance to merge CF Finance with and into STBHC;

NOW, THEREFORE, in consideration of the above premises and the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. Merger. Pursuant to the provisions of Sections 607.1108 and 607.1104 of the Florida Business Corporation Act (the "FBCA") and the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "Act"), CF Finance shall be merged with and into STBHC (the "Merger"). STBHC shall be the surviving entity of the Merger (the "Resulting Entity"), and shall operate with the name "SunTrust Bank Holding Company."

2. Effective Time of the Merger. The Merger shall become effective on the date and at the time specified in the Articles of Merger to be filed with the State of Florida and the Certificate of Merger to be filed with the State of Delaware (the "Effective Time").

3. Location, Articles, Bylaws, Directors and Officers of the Resulting Entity.
At the Effective Time of the Merger:

(a) The head office of the Resulting Entity shall be located at the head office of STBHC immediately prior to the Effective Time of the Merger.

(b) The Articles of Incorporation of the Resulting Entity shall be the Articles of Incorporation of STBHC in effect immediately prior to the Effective Time of the Merger.

(c) The Bylaws of the Resulting Entity shall be the Bylaws of STBHC in effect immediately prior to the Effective Time of the Merger.

(d) The Board of Directors of the Resulting Entity shall be the same members of the Board of Directors of STBHC immediately prior to the Effective Time of the Merger, and shall serve until the next annual meeting of the shareholders of the Resulting Entity or until such time as their successors have been elected and qualified.

(e) The executive officers of the Resulting Entity shall be the same as the executive officers of STBHC immediately prior to the Effective Time of the Merger and shall serve until such time as their successors have been appointed.

4. Manner of Converting Shares.

(a) By virtue of the Merger, automatically and without any action on the part of the holder thereof, each of the membership interests of CF Finance issued and outstanding immediately prior to the Effective Time of the Merger shall be cancelled and retired at the Effective Time, and no consideration shall be issued in exchange therefor.

(b) Upon and after the Effective Time, each issued and outstanding share of capital stock of STBHC shall remain unchanged and shall continue to evidence the same number of shares of capital stock of STBHC.

5. Conditions Precedent to Consummation of the Merger. Consummation of the Merger herein provided for is conditioned upon receipt of all necessary consents to the Merger from applicable regulatory authorities.

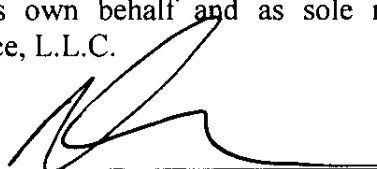
6. Termination. This Plan may be terminated at any time prior to the Effective Time by written agreement of the parties hereto.

7. Counterparts, Headings, Governing Law. This Plan may be executed simultaneously in two or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein are for convenience of reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

(Signature Page to Follow)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

SUNTRUST BANK HOLDING COMPANY,
On its own behalf and as sole member of CF
Finance, L.L.C.

By: 
Name: David A. Wisniewski
Title: Vice President