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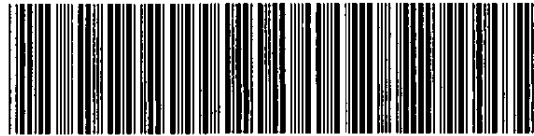
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Certified Copies 3

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09/24/09--01003--006 \*\*122.50

*Effective date*  
*9-25-09*

*merger*  
*Revised*  
*9-24-05*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 SEP 24 PM 3:04

FILED

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

SUITE 800  
CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

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E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

September 22, 2009

*Via Federal Express*

Mr. Bruce Ricca  
Florida Office of Financial Regulation  
Division of Banking, Fletcher Building  
200 East Gaines Street  
Tallahassee, FL 32399-0371

Re: Merger of The Bank of Venice, Venice, Sarasota County, Florida with and into TIB Bank,  
Naples, Collier County, Florida

Dear Mr. Ricca:

In connection with the planned September 25, 2009 proposed closing of the merger transaction,  
enclosed are the following:

1. A fully executed Plan of Merger and Merger Agreement.
2. Three manually signed originals of Articles of Merger.
3. Certification of approval by TIB, the sold shareholder of the Banks, with original signature.
4. A check in the amount of \$122.50 payable to the Florida Office of Financial Regulation for the filing fees.

If you have any questions regarding the enclosed, please call me at your convenience. We would appreciate it if you could file the enclosed Articles of Merger as soon as possible and advise us accordingly. As always, we very much appreciate your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw  
Enclosures  
Copy to:

Thomas J. Longe, Chairman, President and CEO  
TIB Financial Corp.

Michael Carrigan, President and CEO  
TIB Bank

Mark R. Wilcox, Jr., President and CEO  
The Bank of Venice

RECEIVED  
OFFICE OF FINANCIAL REGULATION  
09 SEP 23 AM 11:17  
CASHIER'S OFFICE

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

---

**DATE:** September 24, 2009

**TO:** Karon Beyer, Chief  
Department of State  
Division of Corporations

**FROM:** Bruce Ricca, Office of Financial Regulation

**SUBJECT:** Merger of The Bank of Venice with and into TIB Bank  
and under the title of TIB Bank

---

Please file the attached "Merger Documents" for the above-referenced institutions, using 12:01 a. m., September 25, 2009, as the effective date for the merger.

Please make the following distribution of certified copies of the merger documents:

- (1) One copy to: Bruce Ricca  
Office of Financial Regulation  
200 East Gaines Street  
Fletcher Building, Sixth Floor  
Tallahassee, Florida 32399-0371
- (2) Three copies to: Mr. John P. Greeley  
Smith Mackinnon, P. A.  
Post Office Box 2254  
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Russ Marshall  
(uncertified) Federal Deposit Insurance Corporation  
10 Tenth Street, N. E.  
Suite 800  
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

**ARTICLES OF MERGER  
OF  
THE BANK OF VENICE  
INTO  
TIB BANK**

**FILED**  
**09 SEP 24 PM 3:04**  
**CLERK OF STATE**  
**TALLAHASSEE, FLORIDA**

The Bank of Venice and TIB Bank do hereby adopt the following Articles of Merger:

**FIRST:** The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are The Bank of Venice and TIB Bank. The surviving corporation in the Merger is TIB Bank, which shall continue to conduct its business following effectiveness of the Merger under the name "TIB Bank."

**SECOND:** The Plan of Merger is set forth in the Plan of Merger and Merger Agreement dated April 1, 2009, by and among TIB Bank and The Bank of Venice. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

**THIRD:** The Merger shall become effective at 12:01 a.m., Naples, Florida time, on September 25, 2009.

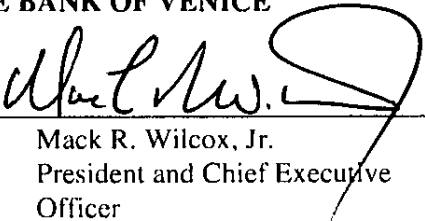
**FOURTH:** The Merger Agreement was adopted by the sole shareholder of The Bank of Venice and TIB Bank on April 1, 2009.

**FIFTH:** The Articles of Incorporation of TIB Bank shall serve as the Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.

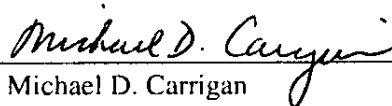
[Signature page follows]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of September 17, 2009.

**THE BANK OF VENICE**

By:   
Mack R. Wilcox, Jr.  
President and Chief Executive  
Officer

**TIB BANK**

By:   
Michael D. Carrigan  
President and Chief Executive  
Officer

## **PLAN OF MERGER AND MERGER AGREEMENT**

**For the merger of  
THE BANK OF VENICE  
with and into  
TIB BANK  
under the charter of  
TIB BANK  
under the title of  
“TIB BANK”  
 (“Resulting Bank”)**

THIS PLAN OF MERGER AND MERGER AGREEMENT (the “Agreement”) is made this 1<sup>st</sup> day of April, 2009, between TIB Bank (hereinafter referred to as TIB Bank and the “Resulting Bank”), a Florida banking corporation, with its main office located at 6435 Naples Blvd., Naples, Florida 34109-2016 and The Bank of Venice (hereinafter referred to as “The Bank of Venice”), a Florida banking corporation, with its main office located at 240 Nokomis Avenue, South, Venice, FL 34285.

WHEREAS, a majority of the entire Boards of Directors of each of TIB Bank and The Bank of Venice (collectively, the “Banks”) have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes.

WHEREAS, each of the Banks is entering this Agreement to provide for the merger of The Bank of Venice with and into TIB Bank, with TIB Bank being the surviving corporation of such merger transaction.

WHEREAS, each of the Banks is a wholly owned subsidiary of TIB Financial Corp. (“BHC”), which has authorized, adopted and approved this Agreement as the sole shareholder of each of the Banks.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

### **SECTION 1**

The Bank of Venice shall be simultaneously merged with and into TIB Bank, with TIB Bank thereby becoming the Resulting Bank, under the charter of the Resulting Bank (the “Merger”).

## SECTION 2

The name of the Resulting Bank shall be "TIB Bank." The Resulting Bank will exercise trust powers.

## SECTION 3

The business of the Resulting Bank shall be that of a state banking corporation. This business shall be conducted by the Resulting Bank at its main office which shall be located at 6435 Naples Blvd., Naples, Florida 34109-2016, as well as its branch offices and all of the banking offices of The Bank of Venice (which such banking offices shall continue to conduct operations after the closing of the Merger as branch offices of TIB Bank).

## SECTION 4

Immediately upon the Merger becoming effective, (i) the amount of capital stock of the Resulting Bank shall be the amount outstanding upon the Merger becoming effective, and (ii) the Resulting Bank shall have a Surplus and Undivided Profits equal to its Surplus and Undivided Profits plus the Surplus and Undivided Profits of all of the merging or constituent banks at the time the Merger becomes effective. Preferred stock shall not be issued by the Resulting Bank.

## SECTION 5

All assets of the Banks and the Resulting Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and the Resulting Bank shall be responsible for all the liabilities of every kind and description, of each of the Bank and the Resulting Bank existing as of the effective time of the Merger.

## SECTION 6

The Bank of Venice shall transfer to the Resulting Bank in the Merger acceptable assets having a book value, over and above its liability to its creditors, in such amounts as set forth on the books of The Bank of Venice at the time the Merger becomes effective.

## SECTION 7

At the effective time of the Merger, each outstanding share of common stock of The Bank of Venice in exchange for the assets transferred by The Bank of Venice in the Merger, to the Resulting Bank, shall be cancelled.

Outstanding certificates representing shares of the common stock of The Bank of Venice shall, at the effective time of the Merger, be cancelled.

#### SECTION 8

Upon the Merger becoming effective, the then outstanding shares of the TIB Bank's Common Stock shall continue to remain outstanding shares of TIB Bank, all of which shall continue to be owned by BHC.

#### SECTION 9

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Bank following the effective time of the Merger and until the next annual meeting of shareholders or until such time as their Successors have been elected and have qualified:

A. Directors:

<u>Name</u>	<u>Street Address</u>
Douglas A. Baird	6435 Naples Blvd., Naples, Florida 34109-2016
Richard C. Bricker, Jr.	6435 Naples Blvd., Naples, Florida 34109-2016
Michael D. Carrigan	6435 Naples Blvd., Naples, Florida 34109-2016
Michael H. Morris	6435 Naples Blvd., Naples, Florida 34109-2016
Howard B. Gutman	6435 Naples Blvd., Naples, Florida 34109-2016
Paul O. Jones, Jr., M.D.	6435 Naples Blvd., Naples, Florida 34109-2016
Edward V. Lett	6435 Naples Blvd., Naples, Florida 34109-2016
Thomas J. Longe	6435 Naples Blvd., Naples, Florida 34109-2016
John G. Parks, Jr.	6435 Naples Blvd., Naples, Florida 34109-2016
Marvin F. Schindler	6435 Naples Blvd., Naples, Florida 34109-2016
Otis T. Wallace	6435 Naples Blvd., Naples, Florida 34109-2016

B. Executive Officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Michael D. Carrigan	President and Chief Executive Officer	6435 Naples Blvd., Naples, Florida 34109-2016
Edward J. Crann	Executive Vice President and Chief Administrative Officer	6435 Naples Blvd., Naples, Florida 34109-2016



<u>Name</u>	<u>Position</u>	<u>Address</u>
Stephen J. Gilhooly	Executive Vice President, Chief Financial Officer and Treasurer	6435 Naples Blvd., Naples, Florida 34109-2016
Alma R. Shuckhart	Senior Executive Vice President & Chief Credit Officer	599 9 <sup>th</sup> Street North, Suite 101 Naples, Florida 34109-2016
Andrew D. Wallace	Executive Vice President and Chief Information Officer	6435 Naples Blvd., Naples, Florida 34109-2016
Mack R. Wilcox, Jr.	Senior Vice President	240 Nokomis Avenue, South, Venice, Florida 34285

#### SECTION 10

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of the Banks; or

(b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the Resulting Bank, upon and after the Merger, to conduct all or any part of the business activities being conducted by the Banks as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) The Merger has not been consummated by December 31, 2009 (unless extended by the mutual consent of the parties hereto); or

(d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of any of the Banks, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the Banks to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the Banks, BHC or the directors, officers, employees, agents or shareholders of any of them.

#### SECTION 11

This Agreement has been approved by BHC, which owns all of the outstanding shares of each of the Banks, and the Merger shall become effective at the time specified in a Certificate to be issued by the Florida Office of Financial Regulation, pursuant to Section 658.45, Florida Statutes, under the seal of such office, approving the Merger.

SECTION 12

This Agreement is also subject to the following terms and conditions:

(a) The Florida Office of Financial Regulation, the Federal Reserve Bank of Atlanta and the Federal Deposit Insurance Corporation shall have approved this Agreement and the Merger as and to the extent required and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger, and any statutory waiting period shall have expired.

SECTION 13

Each of the Banks hereby invites and authorizes the Florida Office of Financial Regulation to examine each of such bank's records in connection with the Merger.

SECTION 14

Effective as of the time this Merger shall become effective as specified in the "Certificate of Merger" to be issued by the Florida Office of Financial Regulation, the Articles of Incorporation of the Resulting Bank shall consist of the Articles of Incorporation of the Resulting Bank as in effect immediately prior to the time this Merger shall become effective.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.

**TIB BANK**

By: Michael D. Carrigan  
Michael D. Carrigan  
President and Chief Executive Officer

**THE BANK OF VENICE**

By: Mack R. Wilcox, Jr.  
Mack R. Wilcox, Jr.  
President and Chief Executive Officer

### **CERTIFICATE OF SOLE SHAREHOLDER**

The undersigned, as the sole shareholder of TIB Bank and The Bank of Venice, does hereby authorize, adopt and approve the Plan of Merger and Merger Agreement dated as of April 1, 2009, between TIB Bank and The Bank of Venice, and the merger of The Bank of Venice with and into TIB Bank thereunder.

IN WITNESS WHEREOF, this Certificate of Sole Shareholder is signed as of April 1, 2009.

TIB FINANCIAL CORP.

By:

A handwritten signature in black ink, appearing to be 'TJ Longe', written over a horizontal line.

Thomas J. Longe

Chairman and Chief Executive Officer

# OFFICE OF FINANCIAL REGULATION



Having been approved by the Acting Commissioner of the Office of Financial Regulation on August 19, 2009, to merge The Bank of Venice, Venice, Sarasota County, Florida, with and into TIB Bank, Naples, Collier County, Florida, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger and Merger Agreement" which contains the Articles of Incorporation of TIB Bank (the resulting bank), so that effective at 12:01 a. m., September 25, 2009, they shall read as stated herein.

Signed on this 23<sup>RD</sup> day of  
September 2009.

  
\_\_\_\_\_  
Director, Division of Financial Institutions