

442852

(Requestor's Name)

(Address)

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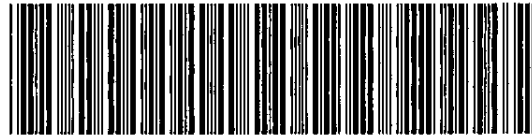
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

merger

APR 16 2012

T. LEWIS

BOND SCHOENECK & KING

4001 Tamiami Trail North, Suite 250 | Naples, FL 34103-3555 | bsk.com

WILLIAM OWENS
owensw@bsk.com
P: (239) 659-3822
F: (239) 659-3812

April 11, 2012

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Attn: Thelma Lewis
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: *TIB Bank, a Florida corporation (Document Number 442852)
merger with and into NAFH National Bank, a national banking association*

Dear Ms. Lewis:

Pursuant to your telephone conversation with my associate, Adam Kerlek, on April 10, 2012, enclosed please find an original "Certification Of National Bank Merger" issued by the Comptroller of the Currency (OCC), whereby TIB Bank, a Florida corporation, merged with and into NAFH National Bank, a national banking association, effective April 29, 2011.

As you indicated on the telephone, currently there is no official form required by the Florida Department of State to reflect a merger of a state bank into a national bank. We believe that the OCC's "Certification Of National Bank Merger" sufficiently evidences the merger under Federal law of TIB Bank with and into the resulting national banking association, NAFH National Bank (which subsequently changed its name to Capital Bank, National Association, effective June 30, 2011).

We hope to reflect the above-described merger in the Florida Department of State's records prior to the May 1, 2012 annual report filing deadline. Please advise if this cannot be resolved before then.

Enclosed please find a check in the amount of \$35.00 payable to the Florida Department of State for any filing fees which may be applicable. Please return all correspondence concerning this matter to my attention at the address listed above. If you have any questions, please do not hesitate to give me a call at (239) 659-3822.

We truly appreciate your assistance in this matter.

Sincerely,

BOND, SCHOENECK & KING, PLLC



William Owens

WO/ack

Enclosures

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Comptroller of the Currency
Administrator of National Banks

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Washington, DC 20219

CERTIFICATION OF NATIONAL BANK MERGER

I, John Walsh, Acting Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in the Office of the Comptroller of the Currency, evidencing the merger of "TIB Bank," Naples, Florida with and into "NAFH National Bank," Miami, Florida, effective April 29, 2011. The resulting bank title is "NAFH National Bank," (Charter No. 24976).

IN TESTIMONY WHEREOF, today,

August 9, 2011, I have hereunto subscribed
my name and caused my seal of office to be
affixed to these presents at the U.S.

Department of the Treasury, in the City of
Washington, District of Columbia.



John Walsh

Acting Comptroller of the Currency



Comptroller of the Currency
Administrator of National Banks

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

May 3, 2011

Kenneth Posner
Chief of Investment Analytics & Research
North American Financial Holdings, Inc.
667 Madison Avenue, 10th Floor
New York, NY 10065

Re: Affiliated Merger of TIB Bank, Naples, Florida with and into NAFH National Bank, Miami, Florida, (2011-SO-02-0009); and Request for Fiduciary Powers by NAFH National Bank, Miami, Florida (2011-SO-12-0067)

Dear Mr. Posner:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge TIB Bank, Naples, Florida with and into NAFH National Bank, Miami, Florida, effective April 29, 2011. The resulting bank title is NAFH National Bank, charter number 24976.

This letter is also the official authorization given to NAFH National Bank to operate the main office and the branches of TIB Bank as branches. A listing of each newly authorized branch and its assigned OCC branch number is attached.

This is also the official authorization to exercise fiduciary powers.

Sincerely,

Brenda E. McNeese
NBE/Senior Licensing Analyst

Enclosure

cc: Chris Primrose, EIC, Midsize Bank Supervision
Christopher Marshall, NAFH National Bank
Richard Kim, WLKK

NAFH National Bank
TIB Bank Merger
Branch Listing

<u>Branch No.</u>	<u>Branch Location</u>
149906A	6435 Naples Blvd, Naples, FL
149907A	8100 Health Center Blvd, Bonita Springs, FL
149908A	80900 Overseas Hwy, P. O. Box 1000, Islamorada, FL
149909A	99451 Overseas Hwy, P.O. Box 545, Key Largo, FL
149910A	599 9 th Street North, Naples, FL
149911A	330 Whitehead St, P.O. Box 6330, Key West, FL
149912A	91980 Overseas Hwy, P.O. Box 770, Tavernier, FL
149913A	506 Cape Coral Pkwy, Cape Coral, FL
149914A	11401 Overseas Hwy, P.O. Box 522828, Marathon, FL
149915A	12205 Metro Pkwy, Fort Myers, FL
149916A	777 North Krome Ave, Homestead, FL
149917A	240 Nokomis Ave S, P.O. Box 1538, Venice, FL
149918A	1099 North Tamiami Trail, Nokomis, FL
149919A	15280 McGregor Blvd, Fort Myers, FL
149920A	717 East Venice Ave, Venice, FL
149921A	103330 Overseas Hwy, P. O. Box 574, Key Largo, FL
149922A	600 North Homestead Blvd, Homestead, FL
149923A	30480 Overseas Hwy, P. O. Box 1907, Big Pine Key, FL
149924A	521 Del Prado Blvd South, Cape Coral, FL
149925A	3405 Hancock Bridge Pkwy, North Fort Myers, FL
149926A	9820 Stringfellow Rd, Saint James City, FL
149927A	3618 North Roosevelt Blvd, Key West, FL
149928A	2209 Santa Barbara Blvd, Cape Coral, FL
149929A	1790 East Venice Ave, Venice, FL
149930A	2348 Overseas Hwy, P. O. Box 500399, Marathon, FL
149931A	3479 Precision Dr, Nokomis, FL
149932A	17000 Alico Commerce Ct, Fort Myers, FL