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MERGER OR SHARE EXCHANGE

CONGRESS FINANCIAL CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$140.00

EFFECTIVE DATE
12-31-04

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CERTIFICATE OF OWNERSHIP AND MERGER

Merger of

CONGRESS FINANCIAL CORPORATION (SOUTHWEST)

CONGRESS FINANCIAL CORPORATION (SOUTHERN)

and

CONGRESS FINANCIAL CORPORATION (FLORIDA)

into

CONGRESS FINANCIAL CORPORATION
(formerly Congress Acquisition Corp.)

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TALLAHASSEE, FLORIDA

This Certificate of Ownership of Merger was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Article 5.16 of the Texas Business Corporation Act, Code Section 14-2-1105 of the Georgia Business Corporation Code, Section 607.1105 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law and is delivered to the Secretaries of State of the States of Texas, Georgia, Florida and Delaware for filing.

Section 1. Plan of Merger.

- (a) The Agreement and Plan of Merger (the "Plan") by and Congress Financial Corporation (Southwest), a Texas corporation ("Southwest"), Congress Financial Corporation (Southern), a Georgia corporation ("Southern"), Congress Financial Corporation (Florida), a Florida corporation ("Florida", and together with Southwest and Southern, the "Merging Corporations"), and Congress Financial Corporation, a Delaware corporation ("CFC" or the "Surviving Corporation") has been approved, adopted, certified, executed and acknowledged by the Merging Corporations and the Surviving Corporation in accordance with the requirements of the Texas Business Corporation Act, Georgia Business Corporation Code, Florida Business Corporation Act and Delaware Business Corporation Law and is attached hereto as Exhibit A.
- (b) The Plan was adopted by each of the boards of directors of the Merging Corporations and the Surviving Corporation by unanimous written consent on December 20, 2004. A copy of the Unanimous Written Consent of the Board of Directors of Congress Financial Corporation dated December 20, 2004 is attached hereto as Exhibit B.
- (c) A copy of the executed Plan is on file at the principal place of business of the Surviving Corporation at One Wachovia Center, 301 S. College Street, Charlotte, North Carolina 28288. A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any member of any constituent corporation to the Merger.

Section 2. Parent and Subsidiary Merger.

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All of the outstanding shares of common stock of each of the Merging Corporations are owned by their parent, Surviving Corporation. In accordance with the requirements of the Texas Business Corporation Act, Georgia Business Corporation Code, Florida Business Corporation Act and Delaware Business Corporation Law, shareholder approval is not required as to any of the constituent parties.

Section 3. Surviving Corporation.

The Surviving Corporation resulting from the Merger shall, as a result of and at the effective time of the Merger as set forth below, conduct its business under the name "Congress Financial Corporation"

Section 4. Certificate of Incorporation.

The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time.

Section 5. Effective Time.

The Effective Time of the Merger shall be 11:57 p.m., Eastern Standard Time, on December 31, 2004.

Section 6. Effect of the Merger.

All of the assets of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with the applicable law. The surviving corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.

Section 7. Applicable Law.

The Merger is permitted under the respective laws of the States of Texas, Georgia, Florida and Delaware and is not prohibited by the regulations or certificate or articles of incorporation of any corporation that is a party to the Merger.

Section 8. Undertaking Pursuant to Georgia Business Code.

A request for the publication of a notice of the filing of the Certificate of Ownership and Merger and payment therefore will be made as required by subsection (b) of Code Section 14-2-1105.1 of the Georgia Business Corporation Code after the filing of the Certificate of Ownership and Merger.

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IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized person, the 20 day of December, 2004.

Surviving Corporation:

CONGRESS FINANCIAL CORPORATION

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

Merging Corporations:

CONGRESS FINANCIAL CORPORATION (SOUTHWEST)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

CONGRESS FINANCIAL CORPORATION (SOUTHERN)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

CONGRESS FINANCIAL CORPORATION (FLORIDA)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

of

CONGRESS FINANCIAL CORPORATION (SOUTHWEST)

CONGRESS FINANCIAL CORPORATION (SOUTHERN)

and

CONGRESS FINANCIAL CORPORATION (FLORIDA)

into

CONGRESS FINANCIAL CORPORATION

This Agreement and Plan of Merger ("Plan") is entered into by and between the Congress Financial Corporation (Southwest), a Texas corporation ("Southwest"), Congress Financial Corporation (Southern), a Georgia corporation ("Southern"), Congress Financial Corporation (Florida), a Florida corporation ("Florida", and together with Southwest and Southern, the "Merging Corporations"), and Congress Financial Corporation, a Delaware corporation ("CFC" or the "Surviving Corporation"), and is submitted pursuant to Article 5.01 of the Texas Business Corporation Act, Code Section 14-2-1104 of the Georgia Business Corporation Code, Section 607.1104 of the Florida Business Corporation Act, and Section 253 of the Delaware General Corporation Law.

Section 1. The Merger.

At 11:57 p.m. Eastern Standard Time on December 31, 2004, the Merging Corporations shall be merged (the "Merger") with and into the Surviving Corporation (the "Effective Time"). At the Effective Time, the separate existence of the Merging Corporations shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Certificate of Incorporation, Bylaws, Directors and Officers.

The name of the Surviving Corporation shall be "Congress Financial Corporation." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws as in effect immediately prior to the Effective Time. Until their

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successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) each share of common stock of Southwest issued and outstanding shall be canceled without any action on the part of the holder thereof;
- (b) each share of common stock of Southern issued and outstanding shall be canceled without any action on the part of the holder thereof;
- (c) each share of common stock of Florida issued and outstanding shall be canceled without any action on the part of the holder thereof; and
- (d) each share of common stock of the Surviving Corporation issued and outstanding shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the shares of common stock of the Surviving Corporation.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporations and the Surviving Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with the applicable law. The surviving corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if not timely paid.

Section 5. Amendment; Termination.

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder of the other party hereto.

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IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation have caused this Plan to be signed by their duly authorized officers as of the 20 day of December, 2004.

Surviving Corporation:

CONGRESS FINANCIAL CORPORATION

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

Merging Corporations:

CONGRESS FINANCIAL CORPORATION (SOUTHWEST)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

CONGRESS FINANCIAL CORPORATION (SOUTHERN)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

CONGRESS FINANCIAL CORPORATION (FLORIDA)

By: [Signature]
Name: Thomas J. Wurtz
Title: Executive Vice President and Treasurer

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EXHIBIT B

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CONGRESS FINANCIAL CORPORATION**

We, the undersigned, being all of the members of the board of directors of Congress Financial Corporation, a Delaware corporation (the "Corporation"), do hereby consent in writing pursuant to the General Corporation Law of the State of Delaware to the adoption of and do hereby adopt the following resolution and direct that this consent be filed with the minutes of the Corporation:

Resolution Regarding Merger of the Corporation

WHEREAS, management has determined that it is desirable and in the best interest of the Corporation to merge Congress Financial Corporation (Southwest) a Texas Corporation, Congress Financial Corporation (Southern) a Georgia Corporation and Congress Financial Corporation (Florida) a Florida Corporation (collectively, the "Merging Companies") with and into the Corporation (the "Merger");

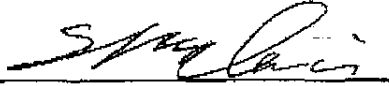
NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger by and between the Merging Companies and the Corporation (the "Plan"), substantially in the form attached as Exhibit A hereto, providing for the Merger be, and the same is, hereby adopted, and the appropriate officers of the Corporation be, and the same are, hereby authorized to execute, deliver and perform or cause to be executed, delivered and performed the Plan;

RESOLVED, FURTHER, that the appropriate officers of the Corporation be, and the same are, hereby authorized to take or cause to be taken such additional actions, and to execute and deliver or cause to be executed and delivered such additional agreements, notes, documents and instruments in the name and on behalf of the Corporation, including making such changes, additions or deletions to the Plan, and also including filing the Certificate of Ownership and Merger, as they may deem necessary or appropriate in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED, FURTHER, that any and all other actions heretofore or hereafter taken or caused to be taken by the appropriate officers of the Corporation within the terms of the foregoing resolutions be, and the same hereby are, approved, ratified, and confirmed.

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IN WITNESS WHEREOF, We, the undersigned, have executed this consent effective as of December 20, 2004.



William R. Davis

David L. Pitelka

Wayne F. Robinson

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IN WITNESS WHEREOF, We, the undersigned, have executed this consent effective as of December 20, 2004.

William R. Davis



David L. Pitelka.

Wayne F. Robinson

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IN WITNESS WHEREOF, We, the undersigned, have executed this consent effective as of December 20, 2004.

William R. Davis

David L. Pitelka



Wayne F. Robinson

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