

567703

Foley & Lardner
Requester's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Merger CBC subsidiary, Inc
(Corporation Name) (Document #)

2. Florida Bancorporation, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy X3

☐ Certificate of Status

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

OK to file per Karon
Beyer

CR2E031(7/97)

2-2

Merger

Examiner's Initials

LEJ

2-15-2002

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02 FEB 15 PM 3:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CBC SUBSIDIARY, INC., a Florida corporation (Document #P01000110042)

INTO

FLORIDA BANCORPORATION, INC., a Florida entity, 567703

File date: February 15, 2002

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER
AND
AGREEMENT AND PLAN OF MERGER
OF**

**CBC SUBSIDIARY, INC.
(a Florida corporation)
("Merging Corporation")**

WITH AND INTO

**FLORIDA BANCORPORATION, INC.
(a Florida corporation)
("Surviving Company")**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 FEB 15 PM 3:19

Pursuant to the provisions of Sections 607.1101-1106 of the Florida Statutes, as applicable, the undersigned enter into these Articles of Merger by which CBC Subsidiary, Inc., a Florida corporation (the "Merging Corporation" or "CBC Sub"), shall be merged with and into Florida Bancorporation, Inc, a Florida corporation (the "Surviving Corporation" or "FBI"), and the Surviving Corporation shall be the surviving entity, all in accordance with an Agreement and Plan of Merger dated as of October 31, 2001 among Charter Banking Corp., a Florida corporation ("CBC"), Southern Exchange Bank, a Florida banking corporation, FBI, and Florida Bank of Commerce, a Florida banking corporation. The undersigned hereby certify the following all in accordance with the Agreement and Plan of Merger:

1. The Holding Company Merger. Subject to the terms and conditions of this Merger Agreement, and in accordance with applicable law, at 12:01 a.m. on February 16, 2002 after these articles of merger are filed with the Florida Department of State (the "Effective Time"), CBC Sub will merge with and into FBI, and FBI will be the surviving corporation (referred to in the period following the Effective Time as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida. Upon the consummation of the merger ("Holding Company Merger"), the separate corporate existence of CBC Sub shall terminate.
2. Continuing Rights and Obligations of Surviving Corporation. At and after the Effective Time, the Surviving Corporation shall thereafter be responsible and liable for all the liabilities, debts, obligations and penalties of each of FBI and CBC Sub. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public and private nature, of each of FBI and CBC Sub; and all property, real, personal and mixed, and all debts due on whatever account, and all and every other interest, of or belonging to or due to each of FBI and CBC Sub, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in any of such

entities, shall not revert or be in any way impaired by reason of the Holding Company Merger.

3. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of the Merging Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation (except that the name of the Surviving Corporation shall remain unchanged).
4. By-Laws. The By-Laws of the Surviving Corporation shall be amended and restated at and as of the Effective Time to read as did the By-Laws of CBC Sub in effect immediately prior to the Effective Time (except the name of the Surviving Corporation will remain unchanged).
5. Directors and Officers of Surviving Corporation. The officers and directors of CBC Sub immediately prior to the Effective Time shall become the officers and directors of the Surviving Corporation at and as of the Effective Time until their respective successors are duly elected or appointed in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.
6. Effect of Holding Company Merger on FBI Common Stock. As of the Effective Time, by virtue of the Holding Company Merger and without any action on the part of the holder of any shares of FBI Common Stock, but subject to the provisions of Sections 607.1301-1320, inclusive, Florida Statutes, with respect to the rights of dissenting shareholders of FBI, (i) each issued and outstanding share of FBI Common Stock shall be converted into the right to receive \$33.689 and (ii) all unexercised options to purchase shares of FBI Common Stock shall automatically be canceled and retired and shall cease to exist and each holder shall cease to have any rights with respect thereto. At the Effective Time, all shares of FBI Common Stock issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the cash consideration to be issued upon the surrender of such certificate in accordance with the Plan of Merger, without interest.
7. Effect of Holding Company Merger on FBI Treasury Shares. At the Effective Time, all shares of FBI Common Stock which are held in the treasury of FBI or by any wholly-owned subsidiary of FBI and any shares of FBI Common Stock owned by CBC or any wholly-owned subsidiary of CBC, including without limitation CBC Subsidiary, shall be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.
8. Effect of Holding Company Merger on Subsidiary Common Stock. At and as of the Effective Time, each share of common stock of CBC Subsidiary issued and

outstanding immediately prior to the Effective Time shall convert into one share of common stock of the Surviving Corporation, and shall remain issued and outstanding and shall not be affected in any other way by the Holding Company Merger.

9. Approval by FBI Shareholders. The Agreement and Plan of Merger was adopted on January 15, 2002, pursuant to Section 607.1103, Florida Statutes, by the shareholders of FBI. The only voting group of FBI entitled to vote on adoption of the Agreement and Plan of Merger was the holders of common stock. The number of votes cast by such voting group was sufficient for approval by that group.
10. Approval by CBC Sub Shareholders. The Agreement and Plan of Merger was adopted on February 15, 2002 pursuant to Section 607.1103, Florida Statutes, by unanimous written consent of the sole shareholder of CBC Sub.

IN WITNESS WHEREOF, these Articles of Merger have been executed by CBC Subsidiary, Inc. as the Merging Corporation and by Florida Bancorporation, Inc., as the Surviving Corporation, this 15 day of February, 2002.

MERGING CORPORATION

CBC SUBSIDIARY, INC., a Florida corporation

By: 

Name: David A. Straz, Jr.

Title: President

SURVIVING CORPORATION

FLORIDA BANCORPORATION, INC., a Florida corporation

By: 

Name: Robert L. Kohler

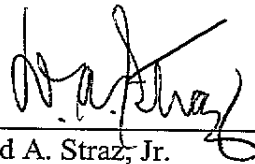
Title: President

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the terms and conditions of that certain Articles of Merger and Agreement and Plan of Merger by and between CBC Subsidiary, Inc., a Florida corporation ("Merging Corporation"), and Florida Bancorporation, Inc., a Florida corporation ("Surviving Corporation"), wherein at the Effective Time of the Merger (as defined therein), the Articles of Incorporation of the Merging Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation (except that the name of the Surviving Corporation shall remain unchanged), the undersigned hereby agrees to accept service of process on behalf of the Surviving Corporation, Florida Bancorporation, Inc., the registered office of which being located at 4401 W. Kennedy Blvd., Suite 150, Tampa, Florida 33609, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. The undersigned is familiar with and accepts the obligations of a registered agent.



David A. Straz, Jr.

Date: February 15, 2002