

Public 3714

Katharine F Lewis

Requester's Name

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City/State/Zip

Phone #

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

**REGISTRATION/QUALIFICATION**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

C & L BANK, a Florida entity, 472072

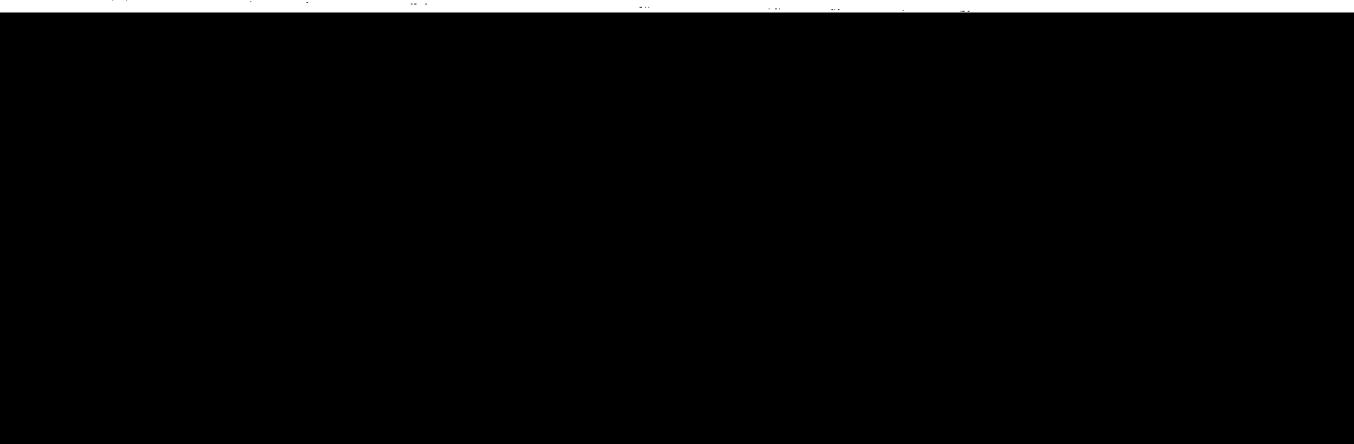
INTO

**THE BANK**, an Alabama entity, F00000003774

File date: July 5, 2000

Corporate Specialist: Brenda Tadlock

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



THIS INSTRUMENT PREPARED BY:  
Katharine F. Lewis  
Balch & Bingham LLP  
P.O. Box 306  
Birmingham, Alabama 35201

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ARTICLES OF MERGER  
OF  
C&L BANK, BRISTOL, FLORIDA  
INTO  
THE BANK, WARRIOR, ALABAMA

472072  
F00-3774

FILED  
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DIVISION OF CORPORATIONS  
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Pursuant to, and with the effect provided in, Code of Alabama, 1975 §10-2B-11.05 and Section 1101 of Chapter 607 of The Florida Statutes, 1999, all as amended, the undersigned banking corporations adopt the following Articles of Merger for the purpose of merging (the "Interstate Merger") C & L Bank, Bristol, Florida, a Florida banking corporation ("C&L Bank"), with and into The Bank, Warrior, Alabama ("The Bank"), an Alabama banking corporation, under The Bank's charter, and with the continuing bank named "The Bank":

FIRST: The Plan of Merger and Reorganization Agreement ("Plan of Merger") attached as Exhibit 1 hereto was approved by the directors and respective sole shareholders of the undersigned banking corporations in the manner prescribed by the Alabama Business Corporation Act, as amended, and Florida Statutes. The sole shareholder of each of C&L Bank and The Bank voted all of the outstanding shares of each entity in favor of the merger. A copy of the Plan of Merger is on file at the principal place of business of The Bank, and has been furnished to the respective sole shareholders of C&L Bank and The Bank. The Interstate Merger was approved by the Federal Reserve Board on March 29, 2000, a copy which is attached as Exhibit 2. The Alabama Superintendent of Banks issued his Certificate of Approval of the Interstate Merger on May 18, 2000, a copy of which is attached as Exhibit 3.

SECOND: The effective time of the Interstate Merger shall be at the close of business on the filing date; provided that the Interstate Merger shall become effective upon the final approval and

filing of the Articles of Merger with the Secretary of State of Alabama which shall be on or before June 16, 2000.

THIRD: The respective sole shareholders of the undersigned banking corporations adopted the Plan of Merger attached hereto as Exhibit 1 as of February 11, 2000.

FOURTH: The Bank shall be the surviving corporation and charter with the name "The Bank" as of the date and time of filing of these Articles with the Alabama Secretary of State.

FIFTH: The Articles of Incorporation of The Bank were filed on May 9, 1957 in Jefferson County, Alabama.\_\_\_\_

[signatures appear on the following page]

Dated as of June 14 2000.

**C&L BANK, a Florida banking corporation**

By: J M. Hiers  
JED M HIERS  
(print name)  
Its: PRESIDENT/CEO  
(print title)

STATE OF FLORIDA )

COUNTY OF LIBERTY )

On this 14 day of JUNE, 2000 before me, a Notary Public for the State and County aforesaid, personally came JED M HIERS of C&L Bank, Bristol, Florida, and in said duly authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed the foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.



[NOTARIAL SEAL]

Karen Lago  
Notary Public  
My Commission expires: 8/23/02

The BANK, an Alabama banking corporation

By: David R. Carter  
DAVID R CARTER  
(print name)  
Its: EVP/CFO  
(print title)

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

On this 14th day of June, 2000, before me, a Notary Public for the State and County aforesaid, personally came David R. Carter of The Bank, Warrior, Alabama, and in said duly authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed and foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.

Deborah Rowe Peoples  
Notary Public

[NOTARIAL SEAL]

My Commission expires: July 30, 2001

**Exhibit 1**

**Plan of Merger and  
Reorganization Agreement**

439934.1

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**PLAN OF MERGER  
AND  
REORGANIZATION AGREEMENT**

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THIS PLAN OF MERGER AND REORGANIZATION AGREEMENT is made and entered into as of May 10, 2000, by and among THE BANK, an Alabama state bank ("the Bank," also referred to as the "Continuing Bank"), C & L BANK, a Florida state bank ("the Florida Bank") and THE BANC CORPORATION, INC., a Delaware corporation ("the Banc Corporation"), in order to provide for the merger of the Florida Bank with and into the Bank under the charter of the Bank (the "Merger").

WHEREAS, the Bank is an Alabama bank with its principal office located in Warrior, Alabama, and is a wholly-owned subsidiary of the Banc Corporation;

WHEREAS, the Florida Bank is a Florida bank with its principal office located in Bristol, Florida, and is a wholly-owned subsidiary of the Banc Corporation;

WHEREAS, the Banc Corporation is a bank holding company duly organized under the Delaware General Corporation Law with its principal office located in Birmingham, Alabama; and

WHEREAS, the respective Boards of Directors of the Bank, the Florida Bank and the Banc Corporation, desiring to enter into interstate banking between Alabama and Florida as permitted by Chapter 13B of Title 5 of the Code of Alabama, as well as the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. §1831u and other scattered sections of 12 U.S.C., as amended, have approved this Plan of Merger and Reorganization Agreement (the "Plan") and have authorized its execution and consummation.

NOW THEREFORE, in consideration of the premises and covenants contained herein, the Bank, the Florida Bank and the Banc Corporation hereby make, adopt and approve this Plan and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

1. The Merger. The Florida Bank shall be merged with and into the Bank under the Articles of Association and charter of the Bank pursuant to, and with the effect provided in, Chapter 13B of Title 5 of the Code of Alabama, and the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. §1831u and other scattered sections of 12 U.S.C., as amended. The Bank shall be the surviving bank, and is hereinafter referred to as the "Continuing Bank" when reference is made to the Bank as of the Effective Date of the Merger or thereafter. It



is intended that the Merger shall be a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is and shall constitute a "plan of reorganization" for purposes of the Code.

2. Effective Date of the Merger. Subject to the terms and conditions of this Plan, and upon the satisfaction of all legal requirements, the Merger shall become effective on the date and time (the "Effective Date") specified by the Banc Corporation.

3. The Continuing Bank.

(a) On the Effective Date, the name of the Continuing Bank shall be "The Bank"; its Articles of Association shall be the same as the Bank's existing Articles of Association; the Bank's main office shall be the main office of the Continuing Bank; and all offices, branches, agencies and facilities of the Bank and the Florida Bank which were in lawful operation or whose establishment had been approved at the Merger's Effective Date shall be retained and operated or established and operated as offices, branches, agencies and facilities of the Continuing Bank.

(b) On the Effective Date, all assets, rights, franchises and interests of the Bank and the Florida Bank in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Continuing Bank by virtue of the Merger without any deed or other instrument of transfer to the Continuing Bank, and without any order or other action on the part of any court or otherwise; and the Continuing Bank shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and committee of estates of lunatics, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Bank and the Florida Bank, respectively, immediately prior to the Effective Date.

(c) On the Effective Date, the Continuing Bank shall be liable for all liabilities of the Bank and the Florida Bank, and all deposits, debts, liabilities, obligations and contracts of the Bank and the Florida Bank, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against in the balance sheets, books of account or records of the Bank or the Florida Bank, as the case may be, shall be those of the Continuing Bank, and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either the Bank or the Florida Bank shall be preserved unimpaired.

4. Shareholders.

(a) On the Effective Date, the Banc Corporation shall be allocated and shall be entitled to receive all shares of common stock of the Continuing Bank.

(b) On the Effective Date, the Florida Bank's voting common stock shall, ipso facto and without any further action on the part of the Banc Corporation, the Bank or any other

party, no longer represent capital stock of the Florida Bank, and outstanding certificates representing shares of the Florida Bank held by the Banc Corporation shall thereafter be canceled.

(c) On the Effective Date, the Continuing Bank shall have outstanding capital stock of \$16,000 divided into 16,000 shares of \$1.00 par value common stock and the Continuing Bank shall have surplus and undivided profits, including capital reserves, equal to the combined capital structures of the Florida Bank and the Bank, adjusted for normal earnings and expenses between the date hereof and the Effective Date.

5. Board of Directors. On the Effective Date, the Board of Directors of the Continuing Bank shall consist of all persons who were directors of the Bank immediately before the Effective Date, who shall continue to serve as directors until their successors are duly elected and qualified in accordance with the Continuing Bank's By-Laws.

6. Approvals. This Plan shall be submitted to the shareholders of the Bank and the Florida Bank for ratification and confirmation in accordance with applicable provisions of law and the respective Articles of Incorporation or Articles of Association, and By-Laws of the Bank and the Florida Bank. The Bank, the Florida Bank and the Banc Corporation shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other action, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger and any other transactions contemplated hereby, including, without limitation, approval of the Federal Reserve Board.

7. Conditions Precedent to the Merger. Effectuation of the Merger, and the obligations of the Bank, the Florida Bank and the Banc Corporation to close the Merger, are subject to the following conditions, any of which, however, may be waived, to the extent permitted by law, by consent in writing executed by the Bank, the Florida Bank and/or the Banc Corporation:

(a) This Plan, and the Merger contemplated hereby, shall have been ratified and confirmed by vote of the shareholders of the Bank and the Florida Bank as required by law; and

(b) All consents and approvals, including those of all regulatory agencies having jurisdiction, shall have been procured, and all other requirements prescribed by law and which are necessary for consummation of the Merger shall have been satisfied.

8. Termination. If:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened related to the proposed transaction which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of the Bank, the Florida Bank or the Banc Corporation; or

(b) Any action, consent, or approval, governmental or otherwise, which is, or in the opinion of counsel for The Bank may be necessary to permit or enable the Continuing Bank, on and after the Merger, to conduct all or any part of the business and activities of the Bank and the

Florida Bank as conducted or approved prior to the Effective Date, shall not have been obtained and remain in effect; or

(c) For any reason consummation of the Merger is in the judgment of the Board of Directors of any of the Bank, the Florida Bank or the Banc Corporation, inadvisable,

then this Plan may be terminated and abandoned by the Bank, the Florida Bank or the Banc Corporation at any time before the Effective Date of the Merger, either before or after the shareholders' vote by written notice to the other parties, such notice to be authorized or approved by resolution adopted by the Board of Directors of the party giving the notice.

Upon termination by written notice as provided in this Section 8, this Plan shall be void and of no further force and effect, and there shall be no liability for such termination by reason of this Plan on the part of any party hereto, or the directors, officers, employees, agents, or shareholders of any of them.

9. Counterparts. This Plan may be executed in two or more identical counterparts, each of which when executed and delivered by the parties hereto shall be an original, but all of which together shall constitute a single agreement.

10. Amendment. The Bank, the Florida Bank and the Banc Corporation, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify, supplement and interpret this Plan in such manner as may be mutually agreed upon by them in writing at any time before or after adoption thereof by shareholders of the Bank, the Florida Bank and the Banc Corporation; provided, however, that no such amendment, modification or supplement shall change the amount of cash to be paid or the number or kind of shares to be issued by the Banc Corporation or the Continuing Bank in exchange for shares of the Florida Bank common stock, except by the affirmative action of such shareholders as required by law.

11. Effective Date. The Merger shall become effective as specified in the articles of merger to be filed with the appropriate filing authority.

IN WITNESS WHEREOF, the Bank, the Florida Bank and the Banc Corporation have caused this Plan to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written, and a majority of the entire Board of Directors of each of the Bank, the Florida Bank and the Banc Corporation have hereunto subscribed their names.

ATTEST:

THE BANC CORPORATION

Deborah R. Peoples

By: [Signature]

Its: [Signature]

ATTEST:

THE BANK, an Alabama state bank

Deborah R. Peoples

By: David R. Carter

Its: EVP / CFO

ATTEST:

C & L BANK, a Florida bank

Sammy J Davis

By: [Signature]

Its: Pres / CEO

**MANAGEMENT COMMITTEE  
MINUTES OF MEETING  
FEBRUARY 3, 2000**

Management Committee Members: James A. Taylor, Chairman  
D. Terry DuBose, Vice Chairman  
David R. Carter, EVP & CFO  
Robert S. McKean, President & CEO, The Bank  
James A. Taylor, Jr., EVP & General Counsel

A meeting of the Management Committee of The Banc Corporation was held on this day, the 3<sup>rd</sup> day of February 2000, for the purpose of making a decision whether to merge the two subsidiaries of The Banc Corporation, C & L Bank, a Florida commercial banking institution, and Emerald Coast Bank, a Florida thrift institution, into one bank, or, to merge each subsidiary separately with and into The Bank, also a subsidiary of The Banc Corporation.

After a full discussion, a quorum decision was made to merge each subsidiary separately with and into The Bank. The decision will be properly communicated and documented at the next regularly scheduled meeting of the Board of Directors for The Bank, C & L Bank, Emerald Coast Bank and The Banc Corporation.



Management Committee Representative

**CERTIFICATE OF THE SECRETARY OF  
THE BANK, WARRIOR, ALABAMA  
REGARDING RESOLUTIONS OF THE BOARD OF DIRECTORS**

I, James A. Taylor, Jr., the duly elected and qualified Secretary of The Bank, an Alabama banking corporation (the "Bank"), hereby certify that the following resolution was duly approved and adopted at a duly called meeting of the Board of Directors on January 19, 2000.

**RESOLVED**, that the Board of Directors ("Board") of the Bank (the "Bank") has determined it is in the best interest of the Bank and its sole shareholder, The Banc Corporation, to merge Emerald Coast Bank, a Florida thrift institution, and C & L Bank, a Florida commercial institution, into a single bank, or, to separately merge each subsidiary with and into The Bank. A management committee formed by The Banc Corporation, composed of James A. Taylor, Chairman, D. Terry DuBose, Vice Chairman, David R. Carter, Executive Vice President & CFO, Robert S. McKean, President & CEO of The Bank, and James A. Taylor, Jr., Executive Vice President & General Counsel, is hereby authorized, empowered and directed, to determine the merger decision and do any and all other or further acts, and to prepare, or cause to be prepared, and to execute, attest and deliver all other or further instruments, certificates, applications, reports and documents, including, without limitation, negotiating and executing an agreement of merger between Emerald Coast Bank and C & L Bank, or agreements of merger with Emerald Coast Bank and C & L Bank to merge with and into The Bank, and obtain any necessary or appropriate regulatory approvals, all on behalf of the Bank as they, in their discretion, may deem necessary or appropriate to effectuate the Merger, and

**FURTHER RESOLVED**, that these resolutions shall be filed with the minutes of the proceedings of the Board.

I further certify that the foregoing resolutions have not been modified, amended or rescinded since said date of adoption and remain in full force and effect as of the date hereof.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal of the Bank this the 11th day of February 2000.

[Corporate Seal]

  
\_\_\_\_\_  
Secretary, The Bank  
Warrior, Alabama

**CERTIFICATE OF THE SECRETARY OF  
C & L BANK, BRISTOL, FLORIDA  
REGARDING RESOLUTIONS OF THE BOARD OF DIRECTORS**

I, Sylvia Gates, the duly elected and qualified Secretary of C & L Bank, a Florida banking institution (the "Bank"), hereby certify that the following resolution was duly approved and adopted at a duly called meeting of the Board of Directors on January 20, 2000.


**RESOLVED**, that the Board of Directors of the Bank has determined it is in the best interest of the Bank and The Banc Corporation, its parent and sole shareholder, to merge the Bank with Emerald Coast Bank, a Florida thrift institution and subsidiary of The Banc Corporation, into a single bank, or, to merge with and into The Bank. A management committee formed by The Banc Corporation, composed of James A. Taylor, Chairman, D. Terry DuBose, Vice Chairman, David R. Carter, Executive Vice President & CFO, Robert S. McKean, President & CEO of The Bank, and James A. Taylor, Jr., Executive Vice President & General Counsel, is hereby authorized, empowered and directed, to determine the merger decision and do any and all other or further acts, and to prepare, or cause to be prepared, and to execute, attest and deliver all other or further instruments, certificates, applications, reports and documents, including, without limitation, negotiating and executing an agreement of merger between C & L Bank and Emerald Coast Bank, or agreements of merger with Emerald Coast Bank and C & L Bank to merge with and into The Bank, and obtain any necessary or appropriate regulatory approvals, all on behalf of the Bank as they, in their discretion, may deem necessary or appropriate to effectuate the Merger, and

**FURTHER RESOLVED**, that this resolution shall be filed with the minutes of the proceedings of the Board.

I further certify that the foregoing resolution has not been modified, amended or rescinded since said date of adoption and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Bank this the 11th day of February 2000.

[Corporate Seal]

  
Secretary, C & L Bank  
Bristol, Florida



**Exhibit 2**

**Approval of Federal Reserve Board**

439934.1





FEDERAL RESERVE BANK OF ATLANTA

March 29, 2000

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Mr. James A. Taylor  
Chairman of the Board  
The Banc Corporation  
17 North 20<sup>th</sup> Street  
Birmingham, Alabama 35203-4003

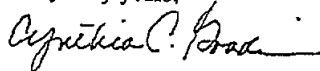
Dear Mr. Taylor:

The Federal Reserve Bank of Atlanta, acting pursuant to delegated authority for the Board of Governors of the Federal Reserve System and having considered the relevant statutory factors, has today approved the application by The Bank, Warrior, Alabama, to merge with Emerald Coast Bank, Panama City Beach, Florida, and C&L Bank, Bristol, Florida, pursuant to Section 18(c) of the Federal Deposit Insurance Act.

In taking this action, the Federal Reserve System has relied on the representations and commitments made by Applicant in its application for approval. The transaction may not be consummated before the 15th calendar day following the date of this letter or after three months from the date of this letter, unless such period is extended by the Federal Reserve System. In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Should you have any questions concerning this matter, please contact Gretchen Womble of our staff at (404) 589-7259.

Very truly yours,



Cynthia C. Goodwin

cc: Board of Governors  
Florida State Banking Authority  
Alabama State Banking Authority  
U.S. Department of Justice  
Federal Deposit Insurance Corporation - Washington  
Ms. Katharine F. Lewis, Balch & Bingham LLP

104 Marietta Street, N.W. ATLANTA, GEORGIA 30303-2713 404/589-7248

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**Exhibit 3**

**Approval of Alabama Department of Banking**

439934.1





STATE OF ALABAMA  
STATE BANKING DEPARTMENT



May 18, 2000

Ms. Katharine F. Lewis  
Balch & Bingham  
Post Office Box 306  
Birmingham, Alabama 35201-0306

Re: Merger of C & L Bank, Bristol, Florida, with and into The Bank, Warrior, Alabama

Dear Ms. Lewis:

Enclosed are the documents you will need to complete the merger of C & L Bank, Bristol, Florida with and into The Bank, Warrior, Alabama with the resulting bank being The Bank. The Certificate of Approval reflects that the surviving bank will operate under the Articles of Incorporation of The Bank and under the title of The Bank.

The merger shall become effective upon the filing of the Certificate of Approval and the Articles of Merger with the Secretary of State. Please provide this office with proof of the recording. A copy of the recorded Certificate of Approval will suffice for this purpose.

Sincerely,

  
Scott Corscadden  
General Counsel

SC/ed

Enclosure

cc: Norman B. Davis, Jr., Superintendent of Banks  
Art Simon, Director, Florida Department of Banking and Finance  
Trabo Reed, Deputy Superintendent of Banks  
Federal Deposit Insurance Corporation  
Federal Reserve Bank

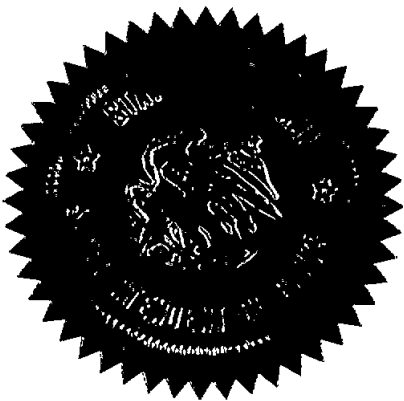
SUPERINTENDENT OF BANKS  
STATE OF ALABAMA  
MONTGOMERY, ALABAMA

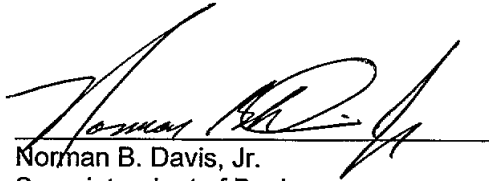
**CERTIFICATE OF APPROVAL OF BANK MERGER**

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, showing that all requisite legal and corporate actions have been taken by C & L Bank, located at Bristol, Florida, and The Bank, located at Warrior, Alabama, in accordance with the Alabama Interstate and International Banking Act of 1995, to merge those two banks in accordance with their Plan of Merger dated May 10, 2000, the continuing bank to operate under the Articles of Incorporation of The Bank and title of The Bank; said merger is to become effective upon the filing of this Certificate of Approval and Articles of Merger with the Secretary of State of Alabama;

NOW, THEREFORE, IT IS HEREBY CERTIFIED that the entire proceedings of the merger are approved in all respects on this 18th day of May 2000.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the merger are approved in all respects on this 18th day of May 2000.



  
Norman B. Davis, Jr.  
Superintendent of Banks