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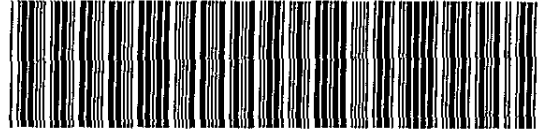
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARNOLD & PORTER LLP

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June 10, 2004

Carrie A. O'Brien  
Carrie\_O'Brien@aporter.com  
202.942.5102 #44  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

**VIA FEDERAL EXPRESS**

Karen Gibson  
Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Merger of Republic Bank with and into  
Branch Banking and Trust Company

Dear Ms. Gibson:

On behalf of Branch Banking and Trust Company, a North Carolina chartered commercial bank, and in connection with the merger of Republic Bank with and into BB&T-NC, enclosed please find an additional check in the amount of \$35.00 to cover the filing fee for the Articles of Merger, originally filed with your office on May 25, 2004.

If you have any questions or need further information, please feel free to contact me at the number on this letterhead.

Sincerely,



Carrie A. O'Brien

Enclosure

cc:

Ms. Donna Garcia  
BB&T Corporation

Beth S. DeSimone, Esq.

---

ARNOLD & PORTER LLP

Carrie A. O'Brien  
Carrie\_O'Brien@aporter.com  
202.942.5102  
202.942.5999 Fax  
555 Twelfth Street, NW  
Washington, DC 20004-1206

May 24, 2004

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Merger of Republic Bank with and into  
Branch Banking and Trust Company

Dear Sir or Madam:

On behalf of Branch Banking and Trust Company ("BB&T-NC"), a North Carolina chartered commercial bank, and in connection with the merger ("Merger") of Republic Bank with and into BB&T-NC, enclosed for filing are the Articles of Merger between Republic Bank, a Florida corporation, and BB&T-NC, a North Carolina corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee for the Articles of Merger.

The Merger will become effective at 11:59 p.m. on June 11, 2004. The surviving corporation will be BB&T-NC.

If you have any questions or need further information, please feel free to contact me at the number on this letterhead.

Sincerely,



Carrie A. O'Brien

Enclosures

cc (w/ enc.):

Patricia Oliver, Esq.

Ms. Donna Garcia

BB&T Corporation

Beth S. DeSimone, Esq.

ARTICLES OF MERGER  
BETWEEN  
REPUBLIC BANK  
AND  
BRANCH BANKING AND TRUST COMPANY

FILED  
04 JUN 11 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER, made and entered into as of this 14th day of May, 2004 by and between Republic Bank, a Florida chartered commercial bank (the "Merging Corporation"), and Branch Banking and Trust Company, a North Carolina chartered commercial bank (the "Surviving Corporation").

FIRST: The parties agree that the Merging Corporation shall be merged into the Surviving Corporation.

SECOND: The Surviving Corporation, located at 200 West Second Street, Winston-Salem, Forsyth County, North Carolina and organized and existing under the laws of the State of North Carolina, shall survive the Merger and shall continue under the name of Branch Banking and Trust Company.

THIRD: The Merging Corporation, located at 111 Second Avenue, N.E., Suite 211, Saint Petersburg, Pinellas County, Florida, is organized and existing under the laws of the State of Florida.

FOURTH: The Agreement of Merger is the plan of merger and is attached hereto and incorporated herein by reference.

FIFTH: (a) The Agreement of Merger was authorized and approved by the Surviving Corporation at a meeting of the Board of Directors duly called and held and by unanimous written consent of the Sole Stockholder of the Surviving Corporation.

(b) The Agreement of Merger was authorized and approved by the Merging Corporation at a meeting of the Board of Directors duly called and held and by the unanimous written consent of the Sole Stockholder of the Merging Corporation.

(c) The terms and conditions of the transaction set forth in the Agreement of Merger were authorized and approved by the Surviving Corporation and the Merging Corporation in a manner and by the vote required by the laws of the State of North Carolina, Chapters 607 and 658 of the Florida Statutes, and charters of each said corporation.

SIXTH: The Merger shall become effective as of June 11, 2004 at 11:59 p.m.

SEVENTH: The Surviving Corporation has appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

EIGHTH: The Surviving Corporation agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, each corporate party to these Articles of Merger has caused these Articles to be signed and acknowledged in the name and on behalf of each such corporation by the President, or Vice President, and its corporate seal to be affixed and attested by its Secretary, or Assistant Secretary, the day and year first above written, and each signatory does hereby acknowledge the same to be the act of such corporation, and that to the best of his knowledge, information and belief, all matters and facts stated herein are true in all material respects, this statement being made under the penalties of perjury.

ATTEST:

*Thomas O. [unclear]*, Secretary

*M. Dubna Olin*  
Secretary

REPUBLIC BANK

By: *William R. Klich*  
William R. Klich  
Chief Executive Officer

BRANCH BANKING AND  
TRUST COMPANY

By: *Robert E. Greene*  
Robert E. Greene  
President

## AGREEMENT OF MERGER

This AGREEMENT OF MERGER ("Agreement of Merger") is made and entered into as of this 6th day of May, 2004, by and between REPUBLIC BANK, a Florida chartered commercial bank having its principal place of business at 111 Second Avenue, N.E., Suite 211, Saint Petersburg, Florida 33701, and BRANCH BANKING AND TRUST COMPANY ("BB&T-NC"), a North Carolina chartered commercial bank having its principal place of business at 200 West Second Street, Winston-Salem, North Carolina 27101.

### WITNESSETH

WHEREAS, as of March 31, 2004, Republic Bank had total assets of approximately \$2.9 billion and had 11,073,000 shares of common stock outstanding, par value \$2.00 per share, and as of April 14, 2004 all of the issued and outstanding shares of are owned by BB&T Corporation ("BB&T");

WHEREAS, as of March 31, 2004, BB&T-NC had total assets of \$70.8 billion and had 4,887,494 shares of common stock outstanding, par value \$5.00 per share, all of the issued and outstanding shares of which are owned by BB&T;

WHEREAS, the respective Boards of Directors of Republic Bank and BB&T-NC have determined that the merger of Republic Bank with and into BB&T-NC, under and pursuant to the terms and conditions set forth or referred to herein (said transaction being hereinafter referred to as the "Merger"), would be in the best interest of the respective institutions, and their shareholders; and

WHEREAS, on December 1, 2003, Republic Bancshares, Inc. ("Republic") and BB&T entered into an Agreement and Plan of Reorganization contemplating the merger of Republic with and into BB&T;

WHEREAS, in connection with and subject to the consummation of the merger between Republic and BB&T contemplated the foregoing, Republic Bank and BB&T-NC have agreed upon the terms and conditions of the Merger as set forth herein and the respective Boards of Directors of Republic Bank and BB&T-NC have adopted resolutions approving this Agreement of Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained in this Agreement of Merger, the parties to this Agreement of Merger hereby agree as follows:

## ARTICLE I

### Terms and Conditions of the Merger

1.1. In General. Subject to the terms and conditions of this Agreement of Merger, on the Effective Date (as defined herein), Republic Bank shall be merged with and into BB&T-NC pursuant to the provisions of, and with the effect provided in Chapter 53 of the General Statutes of North Carolina and 12 U.S.C. §§ 1828(c)(2)(C) and 1831u. Republic Bank and BB&T-NC may be collectively referred to herein as the "Merging Banks."

1.2. Effect of Merger. On the Effective Date, the separate existence of Republic Bank shall cease and BB&T-NC as the surviving entity, shall continue unaffected and unimpaired by the Merger and shall continue to operate under the name "Branch Banking and Trust Company" (BB&T-NC as existing on and after the Effective Date being hereinafter sometimes referred to as the "Surviving Institution").

1.3. Business of the Surviving Institution. The business of the Surviving Institution shall be that of a North Carolina chartered commercial bank and shall be conducted at the main office of the Surviving Institution, which shall be located at 200 West Second Street, Winston-Salem, North Carolina 27101, and at its legally established branches, including the branches the Surviving Institution acquires from Republic Bank as a result of the Merger.

## ARTICLE II

### Effective Date

2.1. Effective Date of Merger. A certified copy of this Agreement of Merger, Articles of Merger, and of the approval of the North Carolina Commissioner of Banks evidencing the transactions contemplated herein shall be delivered for filing to the North Carolina Secretary of State as provided in Section 53-13 of the General Statutes of North Carolina. The Merger shall be effective at the time and on the date specified in the Articles of Merger (such date and time being herein referred to as the "Effective Date"), which shall not be earlier than the effective date of the merger between Republic and BB&T.

2.2. As of the Effective Date:

(a) The corporate existence of each of the Merging Banks shall be merged into and continued in the Surviving Institution.



(b) In accordance with Sections 53-13, 53-17 and 55-11-06 of the North Carolina General Statutes, all of the property, assets and rights of every kind and character of Republic Bank (including, without limitation, all real, personal or mixed property, all debts due on accounts, all other choses in action and all and every other interest of or belonging to or due Republic Bank, whether tangible or intangible) shall be transferred to and vest in BB&T-NC, and BB&T-NC shall succeed to all the rights, privileges, immunities, powers, purposes and franchises of a public and private nature (including all trust and fiduciary properties, powers and rights) of Republic Bank, all without conveyance, assignment or further act or deed; and BB&T-NC shall become responsible for all of the liabilities, duties and obligations of every kind and description (including duties as trustee or fiduciary) of Republic Bank as of the Effective Time.

(c) The Surviving Institution shall be liable for all liabilities of every kind and description, including liabilities arising out of the operation of a trust department, of each of the Merging Banks existing immediately prior to the Effective Date, to the extent provided by law.

### ARTICLE III

#### Conversion of Republic Bank Common Stock

As of the Effective Date, each outstanding share of the common stock of BB&T-NC shall remain outstanding as a share of common stock of the Surviving Institution and each outstanding share of common stock of Republic Bank shall be cancelled and retired with no consideration to be issued or paid in exchange therefor.

### ARTICLE IV

#### Board of Directors of the Surviving Institution

As of the Effective Date, the following named persons shall serve as the Board of Directors of the Surviving Institution until the next annual meeting of the shareholders or until such time as their successors have been elected and have qualified:

John A. Allison, IV  
Phyllis H. Arnold  
W. E. Carter  
Jesse W. Corbett, Jr.  
Thomas K. Ferguson  
L. H. Ginn, III

John V. Andrews  
W. Watson Barnes, Sr.  
James L. Clayton  
James A. Faulkner  
C. M. Gatton  
J. Littleton Glover, Jr.

Robert E. Greene  
I. Patricia Henry  
Kelly S. King  
Valeria Lynch Lee  
Dan R. Moore  
Alfred B. Whitt

Robert F. Hatcher  
Eric C. Kendrick  
William R. Klich  
A. Patrick Linton  
Charles A. Patton  
Henry G. Williamson, Jr.

## ARTICLE V

### **Certificate of Incorporation and By-Laws of Surviving Institution**

The Certificate of Incorporation and the By-Laws of BB&T-NC in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the By-Laws of the Surviving Institution.

## ARTICLE VI

### **General Provisions**

6.1. **Entire Agreement.** This Agreement of Merger contains the entire agreement between the parties with respect to the transaction contemplated hereunder, and supersedes any and all prior arrangements or understandings with respect thereto. This Agreement of Merger shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

6.2. **Amendment.** At any time before the Effective Date, the Merging Banks, by mutual consent of their respective Boards of Directors, may amend this Agreement of Merger.

6.3. **Termination.** At any time before the Effective Date, this Agreement of Merger may be terminated by mutual consent of the parties, notwithstanding any prior shareholder vote or approval by mutual consent of the Boards of Directors of the Merging Banks; provided, however, that this Agreement of Merger shall automatically terminate upon any termination of the Agreement and Plan of Reorganization, dated as of December 1, 2003, by and between Republic and BB&T.

6.4. **Shareholder Vote.** This Agreement of Merger shall be subject to the approval, ratification and confirmation by the affirmative vote of the shareholder of each of the Merging Banks.

6.5. Applicable Law. This Agreement shall be governed by the laws of the State of North Carolina.

6.6. Headings. The headings contained in this Agreement of Merger are for reference purposes only and are not part of this Agreement of Merger.

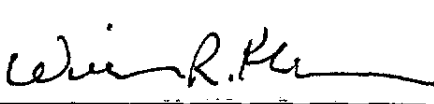
6.7. Counterparts. This Agreement of Merger may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS THEREOF, each of the Merging Banks has caused this Agreement of Merger to be executed by their respective duly authorized officers and their corporate seals to be hereunto affixed and attested by their officers thereunto duly authorized, all as of the day and year first above written.

ATTEST:

REPUBLIC BANK

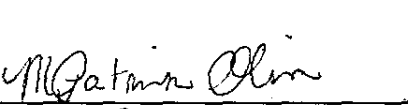
By: 


By:   
Name: William R. Klich  
Title: Chief Executive Officer

[SEAL]

ATTEST:

BRANCH BANKING AND TRUST  
COMPANY

By:   
Secretary

By:   
Name: Robert E. Greene  
Title: President

[SEAL]