

F08000005/41

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000235223 3)))



H15000235223ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
CENTENNIAL BANK**

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$70.00

*
Please
File 2nd
after

H15000235219

Merger

OCT 02 2015

D CONNELL

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF MERGER
OF
BAY CITIES BANK
INTO
CENTENNIAL BANK**

FILED
15 OCT -1 PM 4:34
SECRETARY OF STATE
ATLANTA, GEORGIA

Pursuant to the provisions of Arkansas Code Annotated § 23-48-503, the Florida Business Corporation Act (the "Florida Act"), and Section 658.2953 of the Florida Statutes, Bay Cities Bank, Tampa, Florida, a Florida state chartered bank ("Bay Cities"), and Centennial Bank, Conway, Arkansas, an Arkansas state chartered banking corporation ("Centennial"), adopt the following Articles of Merger for the purpose of merging Bay Cities with Centennial (the "Merger") and do hereby certify as follows:

FIRST: The Agreement and Plan of Merger dated September 24, 2015, between Centennial and Bay Cities is attached hereto as **Exhibit A** and incorporated herein by reference (the "Agreement and Plan of Merger").

SECOND: The laws of the states of Arkansas and Florida permit the Merger, and Bay Cities and Centennial have complied with such laws in effecting the Merger.

THIRD: Centennial shall be the banking corporation surviving the Merger (the "Surviving Banking Corporation"). The Surviving Banking Corporation is to be governed by the laws of the state of Arkansas. The Articles of Incorporation and bylaws of Centennial as they shall exist at the time of the Merger shall be and remain the Articles of Incorporation and bylaws of the Surviving Banking Corporation.

FOURTH: As to Bay Cities, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Agreement and Plan of Merger are as follows:

<u>Name of the Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Bay Cities Bank	1,380,000 Common	None	None

FIFTH: The Agreement and Plan of Merger was approved by Bay Cities in accordance with the applicable provisions of the Florida Act. The Agreement and Plan of Merger was approved by Centennial in accordance with the applicable laws of the State of Arkansas.

SIXTH: As to Bay Cities, the total number of shares voted for and against the Merger, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Agreement and Plan of Merger, are as set forth below:

<u>Name of the Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>	
			<u>Voted For</u>	<u>Voted Against</u>
Bay Cities Bank	1,380,000 Common	None	N/A	N/A

The Agreement and Plan of Merger was duly and validly approved and the Merger was authorized by Florida Business BancGroup, Inc., the parent and sole shareholder of Bay Cities on September 24, 2015, in actions taken without requirement of holding a meeting by consenting to the action taken and waiving any notice required. As a result, the actions of the sole shareholder of Bay Cities was lawfully taken.

SEVENTH: No shares of Centennial capital stock will be issued as part of the Merger; accordingly, pursuant to the Ark. Code Ann. § 23-48-503(a)(5), no vote of the shareholders of Centennial is required to approve the Merger.

EIGHTH: Upon approval of these Articles of Merger by the Arkansas State Bank Department, the merger shall be effective October 1, 2015 at 12:01 a.m., Central Daylight Time.

NINTH: The address of Centennial is 620 Chestnut St, Conway, AR 72032.

TENTH: Centennial is deemed to have 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 Bay Cities.

ELEVENTH: Centennial has agreed to promptly pay to the dissenting shareholders of Bay Cities the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

[signature pages follows.]

9/30/2015 5:48:58 PM From: To: 8506176380(5/13)

CENTENNIAL BANK

Attest:

Holly McGlenn
Secretary

By:

Tracy French
President and Chief Executive Officer

[signatures continue on following pages]

9/30/2015 5:48:58 PM From: To: 8506176380(6/13)

BAY CITIES BANK

Attest:

C. P. Barlow
Secretary

By:

Gregory W. Bryant
Gregory W. Bryant
President and Chief Executive Officer

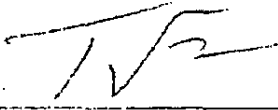
[signatures continue on following pages]

9/30/2015 5:48:58 PM From: To: 8506176380(7/13)

CERTIFICATE

I, Tracy French, being the duly elected President and Chief Executive Officer of Centennial Bank ("Centennial") do hereby certify that these Articles of Merger and the Agreement and Plan of Merger attached thereto were not required to be approved by the shareholders of Centennial as stated in the foregoing Articles of Merger.

CENTENNIAL BANK

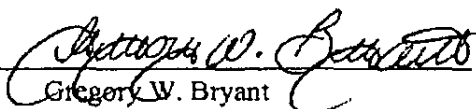
By 
Tracy French
President and Chief Executive Officer

[signatures continue on following pages]

CERTIFICATE

I, Gregory W. Bryant, being the duly elected President and Chief Executive Officer of Bay Cities Bank ("Bay Cities"), do hereby certify that these Articles of Merger and the Agreement and Plan of Merger attached thereto were approved by the affirmative vote of 100% of the holders of the outstanding capital stock of Bay Cities, consisting of 1,380,000 shares of capital stock, pursuant to informal action or approval of the sole shareholder lawfully taken on September 24, 2015

BAY CITIES BANK

By 
Gregory W. Bryant
President & Chief Executive Officer

[acknowledgements continue on following pages]

STATE OF ARKANSAS)
) ss
COUNTY OF FAULKNER)

Tracy French, being the President and Chief Executive Officer of Centennial Bank, and being duly sworn, deposes and says that the facts stated in the foregoing Articles of Merger are true and correct.

CENTENNIAL BANK

By: _____

Tracy French
President and Chief Executive Officer

Sworn and subscribed to before me this 28th day of September, 2015.

My Commission Expires:

6/11/2021

Betty Riddle

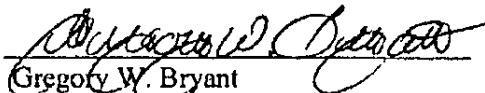


[acknowledgements continue on following page]

STATE OF FLORIDA)
) ss
COUNTY OF HILLSBOROUGH)

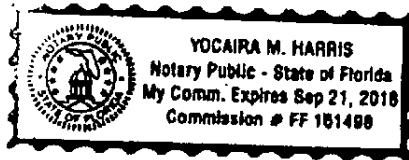
Gregory W. Bryant, being the duly elected President and Chief Executive Officer of Bay Cities Bank, and being duly sworn, deposes and says that the facts stated in the foregoing Articles of Merger are true and correct.

BAY CITIES BANK

By: 
Gregory W. Bryant
President and Chief Executive Officer

Sworn and subscribed to before me this 24th day of September, 2015.

My Commission Expires: Sept 21, 2018



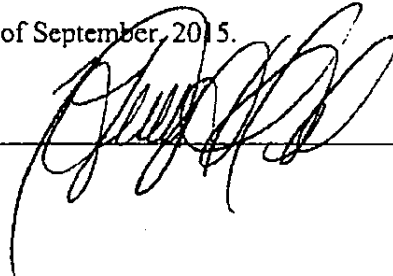


EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of this 24th day of September, 2015, and entered into pursuant to the Arkansas Business Corporation Act, the Arkansas Banking Code and the Florida Statutes Annotated, between Centennial Bank, an Arkansas state chartered banking corporation ("Centennial"), with its principal banking office located at 620 Chestnut Street, Conway, Arkansas 72032, and Bay Cities Bank, a Florida state chartered banking corporation ("Bay Cities"), with its principal banking office located at 4301 West Boy Scout Boulevard, Suite 150, Tampa Florida 33607.

WHEREAS, both of the constituent banking corporations desire to merge;

WHEREAS, Bay Cities has authorized capital stock of 1,500,000 shares of common stock, par value \$5 per share, of which 1,380,000 shares of common stock are currently issued and outstanding;

WHEREAS, Centennial has authorized capital stock of 2,400 shares of common stock, par value \$25 per share, of which 2,400 shares of common stock are currently issued and outstanding;

WHEREAS, no shares of Centennial capital stock will be issued as part of the merger; accordingly, pursuant to the Ark. Code Ann. § 23-48-503(a)(5), no vote of Home BancShares, Inc. ("HBI"), the sole shareholder of Centennial, is required to approve the Merger;

WHEREAS Florida Business BancGroup, Inc. ("FBBI") owns 100% of the outstanding capital stock of Bay Cities and has authorized and voted the capital stock of Bay Cities for this merger, subject to the completion of a merger of FBBI with and into HBI; and

WHEREAS, the Board of Directors of HBI has approved the Agreement and Plan of Merger dated June 17, 2015 merging FBBI with and into HBI which also contemplates the subsequent merger of Bay Cities into Centennial;

NOW, THEREFORE, the banking corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Bay Cities shall be and hereby is merged with and into Centennial, with Centennial being the banking corporation surviving the merger.

SECOND: The outstanding shares of common stock of Bay Cities shall not be converted into shares of Centennial, but rather shall be cancelled as HBI will own 100% of the outstanding shares of capital stock of Centennial and of Bay Cities at the time of the merger. As a result, Ark. Code Ann. §23-48-506 is not applicable. No shares of capital stock of Centennial will be issued as part of the merger.

THIRD: The terms and conditions of the merger are as follows:

- A. The Articles of Incorporation of Centennial shall be and remain the Articles of Incorporation of Centennial, until the same is altered, amended or repealed as provided therein or by law.
- B. The bylaws of Centennial as it exists at the Effective Time shall be and remain the bylaws of Centennial, until the same is altered, amended or repealed as provided therein or by law.
- C. The directors and officers of Centennial in office immediately prior to the Effective Time shall continue in office as directors and officers of Centennial until their successors have been duly elected and qualified.
- D. The principal banking office of Centennial shall continue to be located at 620 Chestnut Street, Conway, Arkansas 72032, after the Effective Time.
- E. This merger shall become effective following the approval of the Articles of Merger by the Arkansas State Bank Commissioner and the Arkansas State Banking Board, at the date and time set forth in the Articles of Merger (the "Effective Time").
- F. (1) The assets and liabilities of Centennial, including its charter and corporate records as they exist at the Effective Time shall be and remain the assets and liabilities of Centennial following the Effective Time.

(2) At the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of any and every kind and description of Bay Cities shall be transferred and allocated to, vested in and devolve upon Centennial without further act or deed, and all property, rights, and every other interest of Bay Cities shall be the property of Centennial as they were of Bay Cities. Bay Cities hereby agrees from time to time, as and when requested by Centennial or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as Centennial may deem necessary or desirable in order to allocate to, vest in and confirm to Centennial title to and possession of any property of Bay Cities acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes hereof, and the proper officers and directors of Centennial are fully authorized in the name of Bay Cities or otherwise to take any and all such action. Likewise, Centennial does hereby assume all obligations, debts, duties and liabilities of Bay Cities which are outstanding at the Effective Time.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and by the Board of Directors of FBBJ, as the sole shareholders of Bay Cities has caused these presents to be executed by the duly authorized officer of each party hereto as of the date first written above.

CENTENNIAL BANK

By: _____
Tracy French, President and Chief Executive Officer

BAY CITIES BANK

By: _____
Gregory W. Bryant, President and Chief Executive Officer