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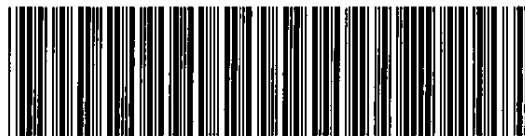
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Merger
MAR 01 2017
R. WHITE

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 2/28/17
ACCT. I20160000072

en: c Dll

Name:	Bank of Commerce / Centennial Bank
Document #:	
Order #:	10386550

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
		Number of Certs:	

<u>Filing?</u>	<u>Certified:</u>
	Plain:
	COGS:

Availability _____
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Examiner _____
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Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

CT CORP

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Date: 2/28/17
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	Plain:
	COGS:

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

17 FEB 28 AM 9:45

**ARTICLES OF MERGER
OF
THE BANK OF COMMERCE
INTO
CENTENNIAL BANK**

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

FIRST: The Agreement and Plan of Merger dated as of February 28, 2017, between BOC and Centennial 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 BOC 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 Centennial and BOC, the respective 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>
Centennial Bank	2,400 Common	None	None
The Bank of Commerce	1,229,323 Common	None	None

FIFTH: As to Centennial and BOC, the total number of shares voted for and against the Merger, respectively, 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, respectively are as set forth below:

<u>Name of the Corporation</u>	<u>Number of Shares</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>
Centennial Bank	2,400 Common	0	N/A	N/A
The Bank of Commerce	1,229,323 Common	0	N/A	N/A

The Agreement and Plan of Merger was approved and the Merger was authorized by HBI, the parent and sole shareholder of Centennial and BOC on February 28, 2017, in an action 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 Centennial were lawfully taken.

[Signature page follows.]

Attest:

Shelly Malenna
Secretary

CENTENNIAL BANK

By:

Tracy French

Tracy French
President and Chief Executive Officer

Attest:

Shelly Malenna
Secretary

THE BANK OF COMMERCE

By:

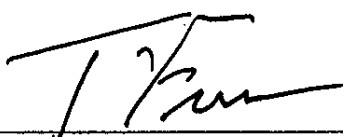
Tracy French

Tracy French
President

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 approved by the affirmative vote of 100% of the holders of the outstanding capital stock of Centennial consisting of 2,400 shares of capital stock pursuant to informal action or approval of the sole shareholder lawfully taken as of the 28th day of February, 2017.


CENTENNIAL BANK

By 
Tracy French
President and Chief Executive Officer

CERTIFICATE

I, Tracy French, being the duly elected President of Bank of Commerce ("BOC") 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 BOC consisting of 1,229,323 shares of capital stock pursuant to informal action or approval of the sole shareholder lawfully taken as of the 28th day of February, 2017.


BANK OF COMMERCE

By 
Tracy French
President

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

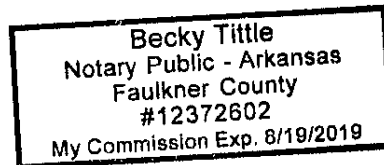
Sworn and subscribed to before me this 24 day of Feb, 2017.

My Commission Expires:

8-19-2019



STATE OF ARKANSAS)
) ss
COUNTY OF FAULKNER)



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

THE BANK OF COMMERCE

By: 
Tracy French
President

Sworn and subscribed to before me this 24 day of Feb, 2017.

My Commission Expires:

8-19-2019



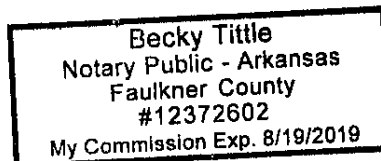


Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of the 28th day of February, 2017, and entered into pursuant to Ark. Code Ann. § 23-48-503 and Section 658.2953 of the Florida Statutes between Centennial Bank, an Arkansas state chartered banking corporation ("Centennial"), with its principal banking office located at 620 Chestnut Street, Conway, Arkansas 72032, and The Bank of Commerce, a Florida state chartered bank ("BOC"), with its principal banking office located at 1858 Ringling Boulevard, Sarasota, Florida 34236.

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

WHEREAS, BOC has authorized capital stock of 2,000,000 shares with 1,229,323 shares currently issued and outstanding; and

WHEREAS, Home BancShares, Inc. ("HBI") owns 100% of the outstanding capital stock of both Centennial and BOC and has authorized and voted the capital stock of Centennial and BOC for this merger;

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: BOC 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 BOC shall not be converted into shares of Centennial, but rather shall be cancelled as HBI already owns 100% of the outstanding shares of capital stock of BOC and Centennial and has approved 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. The necessary applications for state and federal regulatory approval of this merger shall be ratified by execution of this Agreement.
- F. 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, upon its being filed of record with the Arkansas State Bank Commissioner (the "Effective Time").
- G. (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 BOC 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 BOC shall be the property of Centennial as they were of BOC. BOC 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 BOC 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 BOC or otherwise to take any and all such action. Likewise, Centennial does hereby assume all obligations, debts, duties and liabilities of BOC 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 HBI, as the sole shareholder of both Centennial and BOC, have 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

THE BANK OF COMMERCE

By: 
Tracy French, President