

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

OTCI ACQUISITION, LLC

Certificate of Status	0
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NOV 3 2009

EXAMINER

NOTE EFFECTIVE DATE

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Corporate Filing Menu

Help

EFFECTIVE DATE

11/02/09

PAX AUDIT NO.: H09000233133 3

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporations(s) in accordance with s.607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Oswald, Trippe and Company, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
		<u>F43875</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>OTCI Acquisition, LLC</u>	<u>North Carolina</u>	<u>LLC</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

November 2, 2009

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Merger #1 Articles of Merger FL

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EFFECTIVE DATE

11/02/09

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SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal Office address in its home state, country or jurisdiction is as follows:

200 West Second Street

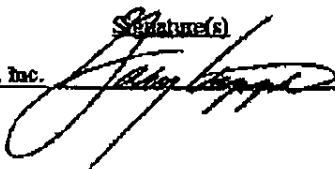
Winston-Salem, North Carolina 27102

Forsyth County

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a) Appoints 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 party to the merger.
- b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s.607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Oswald, Tripp and Company, Inc.		Gary V. Tripp, CEO
OTCI Acquisition, LLC		Frances B. Jones, Authorized Representative of Sole Member, BB&T Corporation

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signature of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$ 8.75

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200 West Second Street

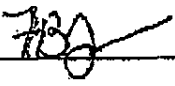
Winston-Salem, North Carolina 27102

Forsyth County

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a) Appoints 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 party to the merger.
- b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s.607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Oswald Trippe and Company, Inc.</u>		
OTCI Acquisition, LLC		Frances B. Jones, Authorized Representative of Sole Member, BB&T Corporation

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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signature of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$ 8.75

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**PLAN OF MERGER
OF
OSWALD, TRIPPE AND COMPANY, INC.
INTO
OTCI ACQUISITION, LLC**

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the applicable provisions of Section 607.1108 of the Florida Business Corporation Act ("FBCA") and Section 57C-9A-20 of the North Carolina Limited Liability Company Act ("NCLLCA").

1. Oswald, Trippe and Company, Inc., a Florida corporation (the "Merging Entity"), shall be merged (the "Merger") into OTCI Acquisition, LLC, a North Carolina limited liability company (the "Surviving Entity"), pursuant to the terms of the Agreement and Plan of Reorganization dated as of November 2, 2009 (the "Reorganization Agreement"), by and among the Merging Entity, certain shareholders owning a majority of the shares of the Merging Entity (the "Majority Shareholders") and BB&T Corporation, a North Carolina corporation ("BB&T").

2. The name of the surviving entity shall be OTCI Acquisition, LLC.

3. At the Effective Time (defined below), the outstanding membership interests of the Surviving Entity will not be converted or altered in any manner and will remain outstanding as membership interests of the Surviving Entity. The issued and outstanding shares of capital stock of the Merging Entity (the "Shares") will be converted and exchanged as follows:

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Entity or the shareholders of the Merging Entity (the "Shareholders"), each Share issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into and shall represent the right to receive, upon surrender of the certificate or certificates representing such shares (as provided in paragraph (d) below), shares of common stock of BB&T (the "Exchange Shares"), as determined in accordance with the Reorganization Agreement. The Exchange Shares shall be distributable at the Effective Time.

(b) From and after the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall thereupon and thereafter, to the extent consistent with the NCLLCA and the FBCA, possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of the Merging Entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other causes of action, and all and every other interest, of or belonging to or due to the Merging Entity shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate or any interest therein vested in the Merging Entity shall not revert or be in any way impaired by reason of the Merger.

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Until surrendered, each outstanding certificate which prior to the Effective Time represented one or more Shares shall be deemed upon the Effective Time for all purposes to represent only the right to receive the Exchange Shares attributable to such Share or Shares. The Shareholders shall be entitled to vote after the Effective Time at any meeting of BB&T's shareholders the number of Exchange Shares into which their respective Shares are converted to the extent permitted by law, regardless of whether such holders have exchanged their Share certificates for certificates representing shares of BB&T's common stock in accordance with the provisions of the Reorganization Agreement. Whenever a dividend or other distribution is declared by BB&T on its common stock, the record date for which is at or after the Effective Time, the declaration shall include dividends or other distributions on all Exchange Shares, but no such dividend or distribution shall be made until such Exchange Shares have been issued. No interest will be paid or accrued with respect to any such dividend or distribution or otherwise with respect to the Exchange Shares. Any certificate for Shares that has been lost or destroyed shall be deemed to be surrendered upon receipt by BB&T of evidence of ownership of the Shares represented thereby and of indemnity in each case reasonably satisfactory to BB&T. After the Effective Time, no transfer of Shares shall be made on the stock transfer books of the Merging Entity.

(c) Upon surrender at or after the Effective Time of the certificates, duly endorsed in blank, which immediately prior to the Effective Time represented Shares, BB&T shall promptly cause the Exchange Shares to be transferred to the persons entitled thereto in the form of a certificate or book entry.

4. As of the Effective Time, there are no outstanding rights to acquire interests, shares, obligations or other securities of the Merging Entity.

5. The articles of organization of the Surviving Entity shall not be amended as a result of the Merger. The articles of organization of the Surviving Entity, as constituted immediately prior to the Effective Time, shall continue as the articles of organization of the Surviving Entity after the Effective Time until amended pursuant to applicable law.

6. The Plan of Merger was approved and adopted by the directors and the Majority Shareholders of the Merging Entity in accordance with the applicable provisions of Section 607.1108 of the FBCA, and was approved and adopted by the sole member of the Surviving Entity in accordance with Section 57C-9A-21 of the NCLLCA.

7. The name and business address of the member-manager of the Surviving Entity shall be:

BB&T Corporation
200 West Second Street
Winston-Salem, NC 27012
Forsyth County

8. The Merger shall become effective on November 2, 2009 at the latest time when North Carolina Secretary of State and the Florida Secretary of State have each accepted the Merger filings (the "Effective Time").

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