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Division of Corporations

HILL, WARD & HENDERSON

NO. 5020 P. 1

Page 1 of 1

**F59676**

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

### AMERICAN BANKING CORPORATION

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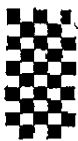
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Merger

6/2/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 2, 2004

AMERICAN BANKING CORPORATION  
PO BOX 3400  
222 HIGHWAY 60 EAST  
LAKE WALES, FL 33859-4000

SUBJECT: AMERICAN BANKING CORPORATION  
REF: F59676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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**ARTICLES OF MERGER**  
**OF**  
**APPLE MERGER CORPORATION**  
**INTO**  
**AMERICAN BANKING CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Apple Merger Corporation, a Florida corporation ("Merger Sub"), and American Banking Corporation, a Florida corporation ("Target"), approve and submit the following Articles of Merger to effectuate a merger of Merger Sub into Target (the "Merger"):

**ARTICLE I.**  
**PLAN OF MERGER**

The Plan of Merger of Merger Sub into Target is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent corporations to the Merger are as follows:

Constituent Corporation	Jurisdiction of Formation	Document No.
Apple Merger Corporation	Florida	P04000082484
American Banking Corporation	Florida	F59676

1.2 Surviving Corporation. Merger Sub shall be merged into Target, with Target being the surviving corporation (the "Surviving Corporation").

1.3 Effective Time. The Merger shall become effective at 12:01 a.m. EST on June 1, 2004 (the "Effective Time").

1.4 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of Merger Sub shall cease and the corporate existence of Target shall continue as the Surviving Corporation.

(b) The title to all real estate and other property, or any interest therein, owned by Target or Merger Sub will be vested in the Surviving Corporation without reversion or impairment.

(((H04000116740 3)))

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(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of Target and Merger Sub.

(d) Any claim existing or action or proceeding pending by or against Target may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing or action or proceeding pending by or against Merger Sub.

(f) Neither the rights of creditors nor any liens upon the property of Target or Merger Sub shall be impaired by the Merger.

(g) The Articles of Incorporation and Bylaws of Merger Sub immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation (the "*Articles*") and Bylaws of the Surviving Corporation after the Merger.

(h) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property are converted, and the former holders of the shares are entitled only to the rights provided in Section 1.5 of the Articles of Merger or to their rights under Section 607.1302 of the FBCA.

1.5 Conversion of Shares. Upon the effectiveness of the Merger, the outstanding shares of Merger Sub and Target shall be converted as follows:

(a) Each share of common stock, par value \$0.001 per share, of Merger Sub ("*Merger Sub Stock*") that is issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled automatically and converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation ("*Surviving Corporation Stock*"). From and after the effectiveness of the Merger, each certificate previously evidencing ownership of Merger Sub Stock shall thereafter evidence ownership of shares of Surviving Corporation Stock.

(b) Each share of common stock, par value \$0.50 per share, of Target ("*Target Stock*") outstanding immediately prior to the effectiveness of the Merger shall be canceled automatically and converted into the right to receive \$48.25 in cash (the "*Share Consideration*") subject and pursuant to the terms of the Agreement and Plan of Merger dated as of January 9, 2004 (the "*Agreement*"), among Target, American Bank and Trust, Citizens Banking Corporation, a Florida corporation, and Citizens Bank of Frostproof (a copy of which will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the constituent corporations).

(c) From and after the effectiveness of the Merger, each holder of any of the shares of Target Stock to be converted pursuant to this Plan of Merger shall present and

((H04000116740 3)))

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surrender to the Surviving Corporation subject and pursuant to the terms of the Agreement the certificates representing such shares and shall, in exchange therefor, receive the Share Consideration.

**ARTICLE II.  
EFFECTIVE DATE OF THE MERGER**

The effective date of the Merger shall be June 1, 2004.

**ARTICLE III.  
AMENDMENT TO ARTICLES OF INCORPORATION**

Upon the effectiveness of the Merger, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended and restated as follows:

"The name of the corporation is **American Banking Corporation.**"

**ARTICLE IV.  
SHAREHOLDER APPROVAL**

In accordance with the applicable provisions of the FBCA, the Plan of Merger was approved as of May 25, 2004 by the shareholders of each class of stock of Merger Sub entitled to vote thereon by not less than the minimum number of votes required for approval by each such class.

In accordance with the applicable provisions of the FBCA, the Plan of Merger was approved as of April 27, 2004 by the shareholders of each class of stock of Target entitled to vote thereon by not less than the minimum number of votes required for approval by each such class.

[Signature page follows]

((H04000116740 3)))

JUN. 2. 2004 11:20AM


HILL WARD HENDERSON

NO. 5020 P. 6


((H04000116740 3))

IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of Section 607.0120 of the FBCA by the parties as of June 1, 2004.

AMERICAN BANKING CORPORATION

  
Name: William L. Sutton  
Title: CEO

APPLE MERGER CORPORATION

  
Greg Littleton  
President

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**Exhibit to Articles of Merger**

**RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN BANKING CORPORATION**

**ARTICLE I. NAME**

The name of the corporation is **American Banking Corporation.**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commenced at the time and on the date its initial Articles of Incorporation were filed with the Florida Department of State.

**ARTICLE III. PURPOSE**

The corporation may transact any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the corporation is 2 East Wall Street, Frostproof, Florida 33843.

**ARTICLE V. CAPITAL STOCK**

The corporation is authorized to issue one class of capital stock. The total number of shares which the corporation is authorized to issue is one thousand (1,000) shares, all of which shall be designated Common Stock, \$0.001 par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract, with a value, in the judgment of the Board of Directors, that is adequate.

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JUN. 2. 2004 11:21AM

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NO. 5020 P. 8

((H04000116740 3)))

#### ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify its directors, officers and authorized agents to the maximum extent permitted under the Florida Business Corporation Act.

#### ARTICLE VII. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 2 East Wall Street, Frostproof, Florida 33843 and the name of the corporation's registered agent at that address is Greg Littleton.

#### REGISTERED AGENT CERTIFICATE

I hereby accept appointment as the registered agent of the corporation. I am familiar with and accept the obligations of my position as registered agent.

EXECUTED: June 1, 2004

  
Greg Littleton, as registered agent

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