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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CF Bancshares, Inc. P98000018022
(Corporation Name) (Document #)
2. The Banc Corporation — Merger
(Corporation Name) (Document #) 400004930564--8
-02/15/02--01053--007
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- ☐ Domestication
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- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

CF BANCSHARES, INC., a Florida corporation P96000018022

INTO

**THE BANC CORPORATION, d/b/a in Florida as WARRIOR CAPITAL
CORPORATION, a Delaware entity, F98000003564**

File date: February 15, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

of

CF BANCSHARES, INC.
(a Florida corporation)

with and into

THE BANC CORPORATION
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Business Corporation Act of the State of Florida (the "Act"), hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
CF Bancshares, Inc.	Florida
The Banc Corporation	Delaware

SECOND: The laws of the state in which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The name of the surviving corporation is The Banc Corporation (the "Surviving Corporation"), and it is to be governed by the laws of the State of Delaware. The Surviving Corporation complies with Section 607.1105 of the Act, and CF Bancshares, Inc. Acquisition Corporation (the "Merged Corporation") complies with Section 607.1101 and Section 607.1103 of the Act.

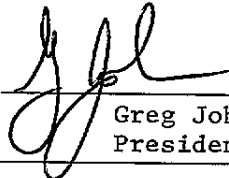
FOURTH: The Plan of Merger, set forth in Exhibit A attached hereto and incorporated herein by reference as of the date hereof, was, to the extent required, submitted to and approved by the respective Boards of Directors and shareholders of the Surviving Corporation and the Merged Corporation, in the manner prescribed by their charters, the General Corporation Law of the State of Delaware and the Act.

FIFTH: The effective time of the merger shall be as of February 15, 2002 at 10:00 a.m.

SIXTH: The Plan of Merger was approved by the Board of Directors of the Merged Corporation, on the 30th day of August, 2001, and was adopted by the shareholders of the Merged Corporation on the 28th day of November, 2001. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on the 27th day of August, 2001. Pursuant to the Act and the laws of the State of Delaware, the approval of the stockholders of the Surviving Corporation is not required.

Signed this 15th day of February, 2002.

CF BANCSHARES, INC.

By  _____
Its _____
Greg Johnson
President/CEO

THE BANC CORPORATION

By _____
Its _____

SIXTH: The Plan of Merger was approved by the Board of Directors of the Merged Corporation, on the 30th day of August, 2001, and was adopted by the shareholders of the Merged Corporation on the 28th day of November, 2001. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on the 27th day of August, 2001. Pursuant to the Act and the laws of the State of Delaware, the approval of the stockholders of the Surviving Corporation is not required.

Signed this 15th day of February, 2002.

CF BANCSHARES, INC.

By _____

Its _____

THE BANC CORPORATION

By F. H. McFadden, Jr.

Its V.P., General

Counsel & Secretary

F. Hampton McFadden, Jr.

327518.1

EXHIBIT A

PLAN OF MERGER
(Merger of Subsidiary Corporation)

The following plan of merger is submitted in compliance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80% of the outstanding shares of each class of the subsidiary corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
The Banc Corporation	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
CF Bancshares, Inc.	Florida

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time, the separate corporate existence of CF Bancshares, Inc. shall cease, all outstanding shares of Capital Stock of CF Bancshares, Inc. shall be canceled and no shares of Capital Stock of The Banc Corporation shall be issued as a result of the merger, all corporation acts, liabilities and obligations of CF Bancshares shall become the acts, liabilities and obligations of The Banc Corporation, and the merger shall have all effects specified in applicable provisions of the General Corporation law of the State of Delaware and the Florida Business Corporation Act.

If applicable, shareholders of the subsidiary corporation, who, except for the applicability of Section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, F.S., may be entitled, if they comply with the provisions of Chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.