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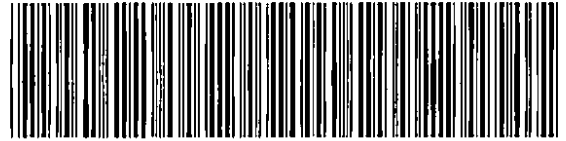
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2019 MAR 29 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FL

Effective
4/2/19

Merger
DC

3/29/19



ROD JONES
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Shutts & Bowen LLP
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March 28, 2019

Ms. Lyn Shoffstall
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32399

VIA OVERNIGHT COURIER

**Re: Articles of Merger with respect to the merger of:
FC Merger Subsidiary V, Inc., with and into Biscayne Bancshares, Inc. (Step 1);
Biscayne Bancshares, Inc. with and into First-Citizens Bank & Trust Company
(Step 2);
and Biscayne Bank with and into First-Citizens Bank & Trust Company (Step 3)**

Dear Ms. Shoffstall:

As described in my recent electronic mail message and discussed in our previous telephone conversations, please find enclosed for filing an executed original and two copies of the Articles of Merger with respect to the three related merger transactions captioned above, which are to become effective sequentially on the dates and at the times prescribed in the respective articles of merger for each such transaction, as outlined above.

Due to the crucial nature of the timing of these transactions in relation to each other, the parties also respectfully request that, in the absence of any subsequent contrary instructions, the enclosed articles also be filed in the order shown above before the close of business on Monday, April 1.

Please accept this letter as authorization to charge the amount of the applicable filing fees, the return of one certified copy of each of the enclosed articles of merger and any other costs to Shutts & Bowen's pre-paid account with the Division of Corporations. The firm's account number is: 120030000004.

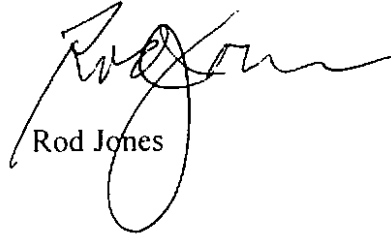
It would also be very helpful and much appreciated if you could return by electronic means a file-stamped copy of the articles of merger (without the associated plans of merger) for each of the three transactions as promptly as possible after filing has been completed so that confirmation of the filing can be provided contemporaneously to counsel for each of the parties.

Ms. Lyn Shoffstall
March 28, 2019
Page 2

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosures, please do not hesitate to call me.

Sincerely,

Shutts & Bowen LLP



Rod Jones

cc: E. Knox Proctor, Esq.
William R. Latham, Esq.
Bowman Brown, Esq.

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**ARTICLES OF MERGER OF
BISCAYNE BANK
WITH AND INTO
FIRST-CITIZENS BANK & TRUST COMPANY**

FILED
2019 MAR 29 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of the Florida Business Corporation Act (the "Act") and Chapter 55 of the North Carolina General Statutes, First-Citizens Bank & Trust Company, a North Carolina-chartered bank and Biscayne Bank, a Florida banking corporation, do hereby adopt the following Articles of Merger for the purpose of merging Biscayne Bank with and into First-Citizens Bank & Trust Company:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are First-Citizens Bank & Trust Company and Biscayne Bank. The surviving corporation in the Merger is First-Citizens Bank & Trust Company

SECOND: The Plan of Merger is set forth in the Agreement and Plan of Merger by and among First-Citizens Bank & Trust Company and Biscayne Bank dated as of November 15, 2018 (the "Plan of Merger"). A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 12:03 a.m., Eastern time, on April 2, 2019.

FOURTH: The Plan of Merger was adopted by the sole shareholder of Biscayne Bank on November 15, 2018. There were no dissenting shareholders of Biscayne Bank. The Plan of Merger was adopted by the board of directors of First-Citizens Bank & Trust Company on November 13, 2018, and no approval by the sole shareholder of First-Citizens Bank & Trust Company was required.

FIFTH: The Plan of Merger was approved by Biscayne Bank in accordance with the applicable provisions of the Act. The Plan of Merger was approved by First-Citizens Bank & Trust Company in accordance with the applicable laws of the State of North Carolina.

SIXTH: The address of First-Citizens Bank & Trust Company is 4300 Six Forks Road, Raleigh, North Carolina 27609

SEVENTH: First-Citizens Bank & Trust Company 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 Biscayne Bank.

EIGHT: First-Citizens Bank & Trust Company has agreed to promptly pay to the dissenting shareholders of Biscayne Bank the amount, if any, to which they are entitled under Section 607.1302 of the Act.

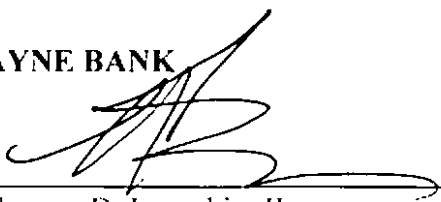
[Signature page follows]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of March 29, 2019.

**FIRST-CITIZENS BANK & TRUST
COMPANY**

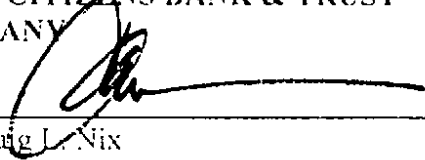
By: _____
Craig L. Nix
Chief Financial Officer

BISCAYNE BANK

By:  _____
Thomas D. Lumpkin, II
Chairman of the Board

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of March 21, 2019.

**FIRST-CITIZENS BANK & TRUST
COMPANY**

By: 

Craig L. Nix
Chief Financial Officer

BISCAYNE BANK

By: _____
Thomas D. Lumpkin, II
Chairman of the Board

EXHIBIT A

AGREEMENT AND PLAN OF MERGER (Bank Plan of Merger)

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of the 15th day of November, 2018, by and between **BISCAYNE BANK**, a Florida banking corporation ("Biscayne"), and **FIRST-CITIZENS BANK & TRUST COMPANY**, a North Carolina banking corporation ("FCB").

WHEREAS, FCB, FC Merger Subsidiary V, Inc. ("Merger Sub"), Biscayne's parent holding company, Biscayne Bancshares, Inc. ("BBI"), and Biscayne, are parties to that certain Agreement and Plan of Merger dated as of November 15, 2018 (the "Merger Agreement"), pursuant to which it is contemplated that Merger Sub, a subsidiary of FCB formed for the purpose of facilitating the transactions described in the Merger Agreement, will merge with and into BBI (the "First Merger"), with the result that, upon consummation of the First Merger, BBI will become the direct wholly-owned subsidiary of FCB; and

WHEREAS, FCB desires that, following the effective time of the First Merger, BBI and Biscayne will be combined with FCB, with FCB as the surviving entity, in one or more transactions effected pursuant to and in accordance with the terms of one or more agreements to be entered into between them and FCB; and

WHEREAS, as part of the combination of BBI and Biscayne with FCB, and pursuant to a separate plan of merger of even date herewith, following the First Merger, BBI will merge with and into FCB (the "Subsidiary Merger"), with the result that Biscayne will become a direct wholly-owned subsidiary of FCB; and

WHEREAS, FCB and Biscayne desire to provide for the merger of Biscayne with and into FCB, subsequent to the First Merger and the Subsidiary Merger, on the terms and conditions of this Plan of Merger.

NOW, THEREFORE, in consideration of the foregoing and the provisions set forth below, Biscayne and FCB agree as follows:

1. Subject to Section 2 hereof, Biscayne shall merge with and into FCB pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), and Sections 55-11-04 and 53C-7-201 of the North Carolina General Statutes (the "NCGS") (the "Bank Merger").

2. The Bank Merger is subject to and conditioned upon:

(a) the parties obtaining all regulatory and other approvals required to effect the First Merger, the Subsidiary Merger, and the Bank Merger, and

(b) the consummation and effectiveness of the First Merger and the Subsidiary Merger.

Upon any termination of the Merger Agreement, the Bank Merger shall be deemed abandoned and this Plan of Merger shall terminate and be of no further force or effect.

3. The Bank Merger shall have the effects set forth in Section 607.1106 of the FBCA and Section 55-11-06 of the NCGS. At the time the Bank Merger becomes effective (the "Effective Time"), the separate corporate existence of Biscayne shall cease, and FCB shall be the surviving

corporation in the Bank Merger and shall continue to exist under its Articles of Incorporation and Bylaws and to have the name "First-Citizens Bank & Trust Company."

4. At the Effective Time, the effect of the Bank Merger on the outstanding shares of the corporations participating in the Bank Merger shall be as follows:

(a) **Biscayne:** Each outstanding share of Biscayne's capital stock (all of which will be held by FCB following the First Merger and the Subsidiary Merger), and all rights associated therewith, shall be cancelled as a result of the Bank Merger and no consideration shall be issued or paid with respect thereto.

(b) **FCB:** The outstanding shares of FCB's capital stock at the Effective Time shall not be converted, exchanged, or otherwise altered in any manner by the Bank Merger, and each such share shall continue to be an identical outstanding share of FCB's capital stock immediately following the Effective Time.

5. The Articles of Incorporation and Bylaws of FCB will not be amended under this Plan of Merger and shall continue to be the Articles of Incorporation and Bylaws of FCB as the surviving corporation in the Bank Merger, and the officers and directors of FCB at the time of the Bank Merger shall serve as the officers and directors of FCB as the surviving corporation.

6. The closing of the Bank Merger (the "Closing") shall take place at the offices of FCB in Raleigh, North Carolina, or at such other place as FCB shall designate, on a date specified by FCB (the "Closing Date"), after satisfaction of all conditions precedent to the Bank Merger that have not been effectively waived. At the Closing, FCB and Biscayne each shall take such actions as are required in this Plan of Merger and as otherwise shall be required by law to consummate the Bank Merger and cause it to become effective.

Subject to the terms and conditions set forth in this Plan of Merger, the Effective Time of the Bank Merger shall be the date and time when Articles of Merger are filed with the North Carolina Commissioner of Banks and the North Carolina Secretary of State, and with the Florida Department of State, or at such later time as shall be set forth in such Articles of Merger; *provided, however*, that in no event shall the Bank Merger become effective prior to consummation and the effectiveness of the First Merger and the Subsidiary Merger.

7. This Plan of Merger shall be governed and construed in accordance with the laws of the State of North Carolina, without regard to its conflicts of law principles, except that (a) the Bank Merger also shall be governed by applicable laws of the State of Florida, and (b) matters relating to the fiduciary duties of Biscayne's Board of Directors and similar or related internal affairs matters shall be subject to applicable laws of the State of Florida.

8. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument. This Plan of Merger and any signed agreement or instrument entered into in connection with this Plan of Merger, and any amendments or waivers hereto or thereto, to the extent signed and delivered by means of a facsimile machine or by e-mail delivery of a ".pdf" format data file, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

[Signature Pages Follow]

IN WITNESS WHEREOF, Biscayne and FCB each has caused this Agreement and Plan of Merger to be executed in its name by its duly authorized officer in each case as of the date first above written.

FIRST-CITIZENS BANK & TRUST COMPANY

By: /S/ CRAIG L. NIX

Craig L. Nix

Chief Financial Officer

IN WITNESS WHEREOF. Biscayne and FCB each has caused this Agreement and Plan of Merger to be executed in its name by its duly authorized officer in each case as of the date first above written.

BISCAYNE BANK

By: /S THOMAS D. LUMPKIN, II
Thomas D. Lumpkin, II
Chairman of the Board