

F98000003708

Carson Durrance  
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Office Use Only

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

1. Wachovia Investments, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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merger

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE FILE  
98 JUL 17 PM 3:50  
TALLAHASSEE, FLORIDA  
Please attach the copy "date filed"  
Thanks  
Carson

98 JUL 17 PM 12:17  
DIVISION OF CORPORATION

Examiner's Initials ADW

7/17/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ISLAND INVESTMENT SERVICES, INC., a Florida corporation K86662

into

**WACHOVIA INVESTMENTS, INC.**, a North Carolina corporation F98000003708

File date: July 17, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
ISLAND INVESTMENT SERVICES, INC.  
(a Florida corporation)  
INTO  
WACHOVIA INVESTMENTS, INC.  
(a North Carolina corporation)**

98 JUL 17 PM 3:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), Island Investment Services, Inc., a Florida corporation ("Island") and Wachovia Investments, Inc., a North Carolina corporation ("Wachovia Investments"), adopt the following Articles of Merger for the purpose of merging Island into Wachovia Investments, the latter of which is to survive the merger, effective as of 11:59 p.m., July 17, 1998.

**ARTICLE I**

That certain Plan of Merger (the "Plan"), dated as of June 30, 1998, by and among Island and Wachovia Investments, a copy of which is attached to and made a part of this instrument, was duly adopted and approved by the Board of Directors of Wachovia Corporation, the sole shareholder of Island and Wachovia Investments pursuant to Section 607.1103 of the Act on June 30, 1998.

**ARTICLE II**

The Plan shall be effective as of 11:59 p.m., July 17, 1998.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed by their respective authorized officers.

ISLAND INVESTMENT SERVICES, INC.

By: Mary D. Harper  
Mary Harper, President

WACHOVIA INVESTMENTS, INC.

By: Robert S. Kniejski  
Robert S. Kniejski, Chairman

## **PLAN OF MERGER**

This **PLAN OF MERGER**, ("Plan") is made and entered into as of this 30<sup>th</sup> day of June, 1998 by and between Island Investment Services, Inc., ("Island") and Wachovia Investments, Inc., ("Wachovia").

### **ARTICLE I DEFINITIONS**

1.1. *Certain Definitions.* The following terms are used in this Plan with the meanings set forth below:

*"Effective Date"* means the effective date of the Merger.

*"Effective Time"* means the effective time of the Merger.

*"FBCA"* means the Florida Business Corporation Act.

*"Island Common Stock"* means the common stock, par value \$1.00, per share, of Island, which is the only class of capital stock issued and outstanding.

*"NCBCA"* means the North Carolina Business Corporation Act.

### **ARTICLE II TERMS OF THE MERGER**

2.1 *The Merger.* At the Effective Time, Island shall merge with and into Wachovia (the "Merger"), the separate corporate existence of Island shall cease and Wachovia shall survive and continue to exist as a North Carolina corporation (Wachovia, as the surviving corporation in the Merger, sometimes being referred to herein as the "Surviving Corporation").

2.2 *Effect of the Merger.* The Merger shall become effective upon the occurrence of the filing in the office of the Florida Department of State of articles of merger in accordance with Section 607.1105 of the FBCA and the filing in the Office of the Secretary of State of the State of North Carolina (the "North Carolina Secretary") of articles of merger in accordance with Section 55-11-05 of the NCBCA or shall become effective at such later date and time as may be set forth in such articles. The Merger shall have the effects prescribed in the NCBCA and the FBCA.

2.3 *Articles of Incorporation and By-Laws.* The articles of incorporation and by-laws of Wachovia immediately after the Merger shall be those of Wachovia as in effect immediately prior to the Effective Time.

2.4 *Directors and Officers of Wachovia.* The directors and officers of Wachovia immediately after the Merger shall be the directors and officers of Wachovia immediately prior to the Effective Time, until such time as their successors shall be duly elected and qualified.

### **ARTICLE III MANNER AND BASIS OF CONVERTING SHARES**

3.1 *Merger Consideration.* Any and all shares of Island Common Stock issued and outstanding at the Effective Time and any and all shares of the Island Common Stock held as treasury shares by Island, shall as of the Effective Time and by virtue of the merger be cancelled and retired, and no consideration shall be issued in exchange therefor. Each share of common stock, \$5.00 par value per share ("Common Stock"), of the Surviving Corporation, which is the only class of capital stock of the Surviving Corporation, issued and outstanding at the Effective Time shall continue unchanged as an outstanding share of Common Stock of the Surviving Corporation.

### **ARTICLE IV CONDITIONS TO THE MERGER**

- 4.1 Consummation of the Merger is conditioned upon the following:
- (a) Approval of this Plan of Merger by the Board of Directors of both Island and Wachovia and by Wachovia Corporation, the sole shareholder of Island and Wachovia;
  - (b) Receipt of required regulatory approvals;
  - (c) Absence of governmental action prohibiting consummation;
  - (d) Receipt of all required permits and authorizations under state securities laws; and
  - (e) Performance of all required obligations by Wachovia and Island.