

G42344

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
FIRST NATIONAL BANKERS BANK**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$70.00

RECEIVED  
15 SEP 25 AM 10:44  
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SEP 28 2015  
A RAMSEY

*Execution Version*

**ARTICLES OF MERGER**  
of  
**THE INDEPENDENT BANKERS' BANK OF FLORIDA**  
Lake Mary, Florida

with and into

**FIRST NATIONAL BANKERS BANK**  
Baton Rouge, Louisiana

FILED  
2016 SEP 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to the provisions of the National Bank Act (12 U.S.C. 1828(o), et seq.), as amended, and the Florida Business Corporation Act (the "Florida Act"), as amended, hereby execute the following Articles of Merger and set forth:

1. The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are The Independent Bankers' Bank of Florida and First National Bankers Bank.
2. The name of the surviving national association is: First National Bankers Bank.
3. The name of the Florida banking corporation to be merged is: The Independent Bankers' Bank of Florida.
4. A Plan of Merger entitled "Bank Merger Agreement" is attached hereto and incorporated herein for all purposes as Exhibit "A".
5. As provided in the Plan of Merger, the main office of The Independent Bankers' Bank of Florida will become a branch office of First National Bankers Bank upon the Effective Date, as hereinafter defined.
6. The Bank Merger Agreement was adopted by the sole shareholder of The Independent Bankers' Bank of Florida pursuant to the applicable provisions of the Florida Act and the Florida Financial Institutions Codes on June 26, 2015. The Bank Merger Agreement was adopted by the sole shareholder of First National Bankers Bank on June 11, 2015.
7. The address of First National Bankers Bank is 7813 Office Park Blvd., Baton Rouge, Louisiana 70809.
8. First National Bankers Bank is deemed to have appointed the Secretary of State as its agent for service of processing in a proceeding to enforce the obligation or the rights of dissenting shareholders of The Independent Bankers' Bank of Florida.
9. First National Bankers Bank has agreed to promptly pay to the dissenting shareholders of The Independent Bankers' Bank of Florida the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

9/25/2015 10:20:48 AM From: To: 8506176380( 3/11 )

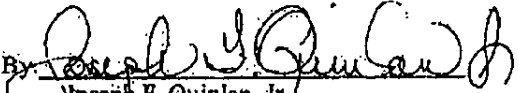
10. The Articles of Merger shall be effective as of 5:00 p.m. EST on the 25<sup>th</sup> day of September, 2015.

*[Remainder of page intentionally left blank. Signature pages follow.]*

9/25/2015 10:20:48 AM From: To: 8506176380( 4/11 )

IN WITNESS WHEREOF, the undersigned hereby executes the Articles of Merger as of  
the effective date set forth above:

FIRST NATIONAL BANKERS BANK

By:   
Joseph F. Quinlan, Jr.  
Chairman of the Board

*[FNBB Signature Page to Articles of Merger]*

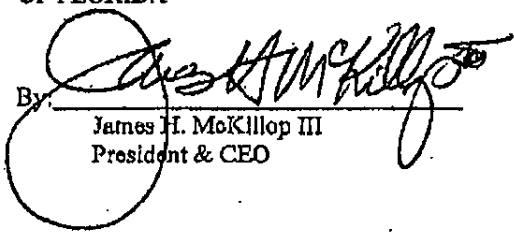
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9/25/2015 10:20:48 AM From: To: 8506176380( 5/11 )

IN WITNESS WHEREOF, the undersigned hereby executes the Articles of Merger as of  
the effective date set forth above.

THE INDEPENDENT BANKERS' BANK  
OF FLORIDA

By

  
James H. McKillop III  
President & CEO

*[IBBF Signature Page to Articles of Merger]*

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**EXHIBIT A**

**BANK MERGER AGREEMENT**

## **BANK MERGER AGREEMENT**

This Bank Merger Agreement is made and entered into as of the 26<sup>th</sup> day of June, 2015, between FIRST NATIONAL BANKERS BANK, Baton Rouge, Louisiana, a national banking association ("FNBB") and INDEPENDENT BANKERS' BANK OF FLORIDA, Lake Mary, Florida, a Florida banking corporation ("IBBF") (the "Bank Merger Agreement").

### **WITNESSETH:**

WHEREAS, FNBB and IBBF (collectively, the "Constituent Banks") and their respective Boards of Directors deem it advisable that IBBF be merged into FNBB (the "Bank Merger") pursuant to the provisions of Section 215a of Title 12 of the United States Code, as amended (the "Bank Merger Statute") and Fla. Stat. Ann. §658.2953, as amended, and upon the terms and conditions hereinafter set forth.

NOW THEREFORE, the Constituent Banks hereby make, adopt and approve this Bank Merger Agreement and prescribe the terms and conditions of the Bank Merger and the mode of carrying the Bank Merger into effect as follows:

### **ARTICLE I**

#### **THE BANK MERGER**

Upon the terms and subject to the conditions hereinafter set forth and as provided by applicable law, on the Effective Date (as defined in Article II hereof) IBBF shall be merged into FNBB and the separate existence of IBBF shall cease and all of the rights, privileges, powers, franchises, properties, assets, liabilities and obligations of IBBF shall be vested in and assumed by FNBB. FNBB shall continue to be governed by the Laws of the United States after the Effective Time.

### **ARTICLE II**

#### **NAME AND MAIN OFFICE OF SURVIVING CORPORATION**

At the time the Bank Merger becomes effective, the name of FNBB, as the surviving corporation, shall remain First National Bankers Bank, and its main office shall remain the same.

### **ARTICLE III**

#### **EFFECTIVE DATE AND TIME**

The respective obligations of FNBB and IBBF under this Bank Merger Agreement shall be conditioned upon the prior consummation of the Acquisition Agreement between First National Bankers Bank and Bankers' Bancorporation of Florida, Inc. dated June 26, 2015 (the "Acquisition Agreement"). The Bank Merger shall become effective (the "Effective Time") at the later of (a) the time and date designated by FNBB to the Office of the Comptroller of the Currency as the time and date on which the Bank Merger shall be effective and (b) the time and

date on which the Office of the Comptroller of the Currency orders the Bank Merger to be effective.

#### ARTICLE IV.

##### CONVERSION AND CANCELLATION OF SHARES

(a) By virtue of the Bank Merger, automatically and without any action on the part of the holder thereof, each of the shares of the capital stock of IBBF issued and outstanding immediately prior to the Effective Time of the Bank Merger shall be cancelled and retired at the Effective Time, for the consideration set forth in Section 2.02 of the Acquisition Agreement.

(b) Upon and after the Effective Time, each issued and outstanding share of capital stock of FNBB shall remain unchanged and shall continue to evidence the same number of shares of capital stock of FNBB.

#### ARTICLE V.

##### EFFECTS OF BANK MERGER

The Bank Merger shall have the effects set forth in the Bank Merger Statute. Upon the Effective Date, the main office and each branch office maintained by IBBF as a branch office immediately before the Bank Merger becomes effective, shall become a branch office of FNBB. Specifically, but not by way of exclusion, on the Effective Date all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights, and credits then owned by IBBF, or which would inure to it, shall immediately by operation of law and without any conveyance or transfer or without any further action or deed, be vested in and become the property of FNBB, which shall have, hold, and enjoy the same in its own right as fully and to the same extent as the same were possessed, held, and enjoyed by IBBF prior to such merger; and FNBB shall be deemed to be and shall be a continuation of the original entities and all of the rights and obligations of IBBF shall remain unimpaired, and FNBB, on the Effective Date of the Bank Merger, shall succeed to all such rights, obligations, duties and liabilities connected therewith.

The Charter and Articles of Association and Bylaws of FNBB shall be the Charter and Articles of Incorporation and Bylaws of the merged corporation following the Effective Date of the Merger, unless and until the same shall be further amended in accordance with the provisions hereof and the applicable statutes. The officers and members of the Board of Directors of FNBB after the merger shall be the officers and members of the Board of Directors of FNBB prior to the merger.

#### ARTICLE VI.

##### FILING OF ARTICLES OF MERGER

If this Bank Merger Agreement is approved by the federal and state banking regulatory authorities having jurisdiction over the Constituent Banks and by the shareholders of IBBF and FNBB, then the fact of such approval shall be certified in Articles of Merger which shall be

(JX161492.1)2



9/25/2015 10:20:48 AM From: To: 8506176380( 9/11 )

signed and acknowledged by the President or Vice President of each of the Constituent Banks. Thereafter, an original of the Articles of Merger, so certified, signed and acknowledged, shall be delivered to the Office of the Comptroller of the Currency for filing in the manner required by law.

#### ARTICLE VII.

#### MISCELLANEOUS

At any time prior to the Effective Date, this Bank Merger Agreement may be terminated by the mutual agreement of the Boards of Directors of the Constituent Banks. This Bank Merger Agreement shall terminate immediately and automatically without any further action on the part of IBBF or FNBB or any other person upon the termination of the Acquisition Agreement.

This Bank Merger Agreement may be executed in one or more counterparts, each of which shall be considered one and the same agreement and each of which shall be deemed an original.

*[SIGNATURE PAGE FOLLOWS]*

(JX161482.1)3

(JX169307.3)

9/25/2015 10:20:48 AM From: To: 8506176380( 10/11 )

IN WITNESS WHEREOF, the Parties hereto have caused this Bank Merger Agreement to be executed by their duly authorized representatives as of the date first above written.

FIRST NATIONAL BANKERS BANK  
RAYMOND, LOUISIANA

By: Joseph F. Quinlan, Jr.  
Name: Joseph F. Quinlan, Jr.  
Title: President

INDEPENDENT BANKERS' BANK OF FLORIDA  
LAKE MARY, FLORIDA

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*Signature Page to Bank Merger Agreement*

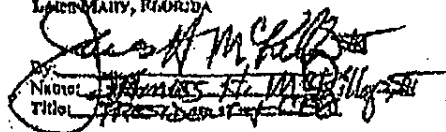
9/25/2015 10:20:48 AM From: To: 8506176380( 11/11 )

IN WITNESS WHEREOF, the Parties hereto have caused this Bank Merger Agreement to be executed by their duly authorized representatives as of the date first above written.

FIRST NATIONAL BANKERS BANK  
BATON ROUGE, LOUISIANA

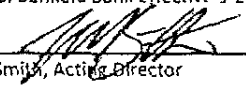
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

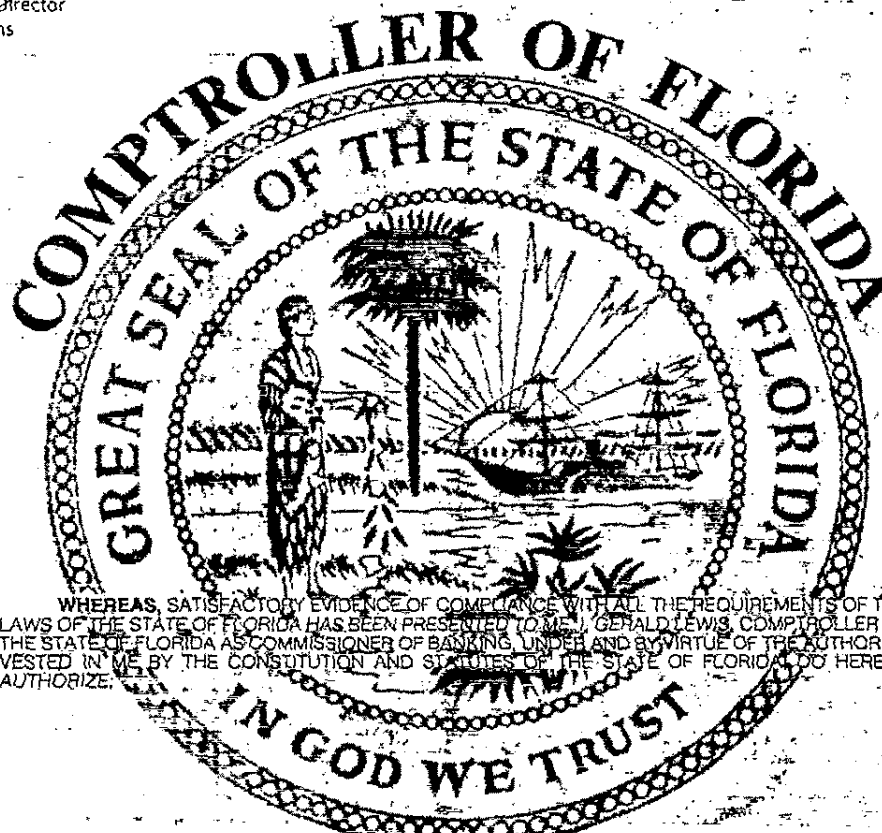
INDEPENDENT BANKERS' BANK OF FLORIDA  
LAKELAND, FLORIDA

  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*Signature Page to Bank Merger Agreement*

Charter cancelled pursuant to institution merging with into  
First National Bankers Bank effective 9-25-2015.

  
Jeremy W. Smith, Acting Director  
OFR - Financial Institutions



WHEREAS, SATISFACTORY EVIDENCE OF COMPLIANCE WITH ALL THE REQUIREMENTS OF THE  
LAWS OF THE STATE OF FLORIDA HAS BEEN PRESENTED TO ME, GERALD LEWIS, COMPTROLLER OF  
THE STATE OF FLORIDA AS COMMISSIONER OF BANKING, UNDER AND BY VIRTUE OF THE AUTHORITY  
VESTED IN ME BY THE CONSTITUTION AND STATUTES OF THE STATE OF FLORIDA, DO HEREBY  
AUTHORIZE:

INDEPENDENT BANKERS BANK OF FLORIDA

ORLANDO

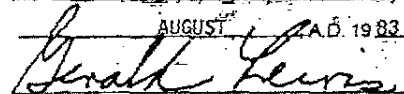
TO TRANSACT BUSINESS AS A BANKER'S BANK

853  
CERTIFICATE NUMBER

GIVEN UNDER MY HAND AND SEAL OF OFFICE

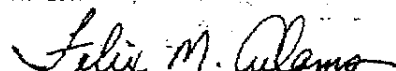
this FIFTH day of

AUGUST A.D. 1983



GERALD LEWIS  
Comptroller of Florida and  
Commissioner of Banking

ATTEST:

  
Felix M. Adams  
Director, Division of Banking

OFFICE OF THE  
COMPTROLLER AND  
COMMISSIONER  
OF BANKING

State of Florida