

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #PCA-14

G96918

FILED  
99 DEC 28 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 12/28/99

REF. #: Q150. 9717

CORP. NAME: Network Financial Corporation into  
Union Planters Bank, N.A.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |

☐ OTHER: \_\_\_\_\_

STATE FEES PREPAID WITH CHECK# 0027 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: \_\_\_\_\_

800003081748--2  
-12/28/99-01026-022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |

☒ PLAIN STAMPED COPY

Examiner's Initials \_\_\_\_\_

*Merger*

V. SHEPARD DEC 29 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NETWORK FINANCIAL CORPORATION, a Florida corporation, G96918

INTO

**UNION PLANTERS BANK, N.A.**, corporation not qualified in Florida.

File date: December 28, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**

**OF**

**NETWORK FINANCIAL CORPORATION, a Florida corporation**

**INTO**

**UNION PLANTERS BANK, N.A., a national banking association**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, UNION PLANTERS BANK, N.A., a national banking association ("UP Bank"), and NETWORK FINANCIAL CORPORATION, a Florida corporation and 100% owned subsidiary of UP Bank ("Network"), adopt the following Articles of Merger for the purpose of merging Network with and into UP Bank.

**FIRST:** The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

**SECOND:** The Plan of Merger between UP Bank and Network was adopted by the Board of Directors of UP Bank on December [21], 1999. Pursuant to Section 607.1104(1)(a), shareholder approval was not required for the merger.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 21st day of December, 1999.

**NETWORK FINANCIAL CORPORATION**

By: Roy D. Tanis

Roy D. Tanis, President

**UNION PLANTERS BANK, N.A.**

By: Roy D. Tanis

Roy D. Tanis, Senior Vice President

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TALLAHASSEE, FLORIDA

## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated December 21, 1999, between NETWORK FINANCIAL CORPORATION, a Florida corporation ("Network"), and UNION PLANTERS BANK, N.A., a national banking association ("UP Bank" or the "Surviving Corporation").

WHEREAS, UP Bank and Network desire to effect the statutory merger of Network with and into UP Bank, with UP Bank to survive such merger.

1. **Constituent Corporations.** UP Bank and Network shall be parties to the merger (the "Merger") of Network with and into UP Bank.

2. **Terms and Conditions of Merger.** Network (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Bank, which shall continue to exist pursuant to the banking laws of the United States of America. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of Network issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Bank shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Bank as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Articles of Incorporation of UP Bank as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of UP Bank as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of UP Bank in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Bank are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

**UNION PLANTERS BANK, N.A.**

By: Roy D. Tanis  
Roy D. Tanis, Senior Vice President  
**NETWORK FINANCIAL CORPORATION**

By: Roy D. Tanis  
Roy D. Tanis, President