

H07987

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MERGER OR SHARE EXCHANGE**BANC OF AMERICA INVESTMENT SERVICES, INC.**

Certificate of Status	1
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RECEIVED
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STATE OF FLORIDA
ARTICLES OF MERGER

LASALLE FINANCIAL SERVICES, INC.
a Delaware corporation
Into
BANC OF AMERICA INVESTMENT SERVICES, INC.
a Florida corporation

FILED
08 OCT 23 PM 2:46
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is Banc of America Investment Services, Inc., a Florida corporation, document number 1107987.

SECOND: The name and jurisdiction of the merging corporation is LaSalle Financial Services, Inc., a Delaware corporation.

THIRD: The "Agreement and Plan of Merger" is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on October 24, 2008 at 12:01 a.m.

FIFTH: The Agreement and Plan of Merger was adopted by Bank of America, National Association, as the sole shareholder of Banc of America Investment Services, Inc. on October 1st, 2008.

SIXTH: The Agreement and Plan of Merger was adopted by LaSalle Bank National Association, as the sole shareholder of LaSalle Financial Services, Inc. on October 2nd, 2008.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of October 10th, 2008.

LASALLE FINANCIAL SERVICES, INC.,
A Delaware corporation

By: Terry M. McCaffrey
Terry M. McCaffrey, President

BANC OF AMERICA INVESTMENT SERVICES, INC.
A Florida corporation

By: Mark Benson
Mark Benson, President

AGREEMENT AND PLAN OF MERGER

BETWEEN

LASALLE FINANCIAL SERVICES, INC.
A Delaware Corporation

AND

BANC OF AMERICA INVESTMENT SERVICES, INC.
A Florida Corporation

THIS AGREEMENT AND PLAN OF MERGER made and entered into on the 10th day of October, 2008, by and between LaSalle Financial Services, Inc., a Delaware corporation and Banc of America Investment Services, Inc., a Florida corporation, said two corporations being hereunder sometimes referred to as "Absorbed" and "Survivor", respectively, or, together as the Constituent Corporations,

WITNESSETH THAT:

WHEREAS, Absorbed, which was formed under the name "Exchange National Securities Corporation", is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on May 27, 1987; and

WHEREAS, Survivor, which was formed under the name "Pan American Brokerage Service Inc.", is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which Survivor has authority to issue is 1,000 shares; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable that Absorbed be merged into Survivor on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and State of Florida, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the Absorbed and the Survivor, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Survivor and the Absorbed shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and the State of Delaware, by Absorbed merging into Survivor, which shall be the surviving corporation.

ARTICLE II

Absorbed and Survivor shall be merged into a single corporation in accordance with the applicable provisions and laws of the State of Delaware and the State of Florida, by Absorbed merging into Survivor, which shall be the surviving corporation. The separate existence of Absorbed shall cease and the existence of Survivor shall continue unaffected and unimpaired by the merger with all rights, privileges, immunities and powers, and subject to all duties and liabilities of a corporation organized under the laws of the State of Florida.

ARTICLE III

The Certificate of Incorporation of Survivor shall continue to be its Certificate of Incorporation following the effective date of the merger, until the same shall be altered or amended.

The Bylaws of Survivor shall be and remain the Bylaws of Survivor until altered, amended or repealed.

The Directors and Officers of Survivor in office on the effective date of the merger shall continue in office and shall constitute the Directors and Officers of Survivor for the term elected until their respective successors shall be elected or appointed and qualified.

ARTICLE IV

The manner and basis of converting the outstanding ownership interests and/or shares of the capital stock of the Constituent Corporations is as follows:

1. Each transferable share of the Absorbed capital issued and outstanding at the effective date of the merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

2. The shares of common stock of the Survivor that are issued and outstanding immediately prior to the effective time of the merger shall remain issued and outstanding and shall be unaffected by the merger.

ARTICLE V

The consummation of the merger is conditioned upon the following

- a) Approval of this Agreement and Plan of Merger by the boards of directors and shareholders of the Constituent Corporations.
- 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.
- e) Performance of all required obligations by the respective parties and receipt by the parties of appropriate documents to such effect.

ARTICLE VI

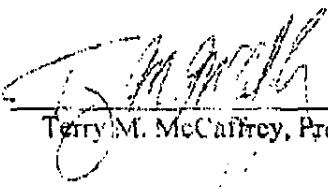
The Survivor shall possess all the rights, privileges, immunities, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, including all patents, applications for patents, trademarks, trademark registrations and applications for registration of trademarks, together with the goodwill of the business in connection with which said patents and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in Survivor without further act or deed, and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

The Survivor shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or Survivor may be substituted in the place of Absorbed and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger. Survivor shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of Absorbed.

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be an original document and which, when taken together, shall constitute one and the same document.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

LASALLE FINANCIAL SERVICES, INC.
A Delaware Corporation

By: 
Terry M. McCaffrey, President

BANC OF AMERICA INVESTMENT SERVICES, INC.
A Florida Corporation

By: 
Mark Benson, President

STATE OF DELAWARE
CERTIFICATE OF MERGER
MERGING
LASALLE FINANCIAL SERVICES, INC.
INTO
BANC OF AMERICA INVESTMENT SERVICES, INC.

Pursuant to Title 8, Sec. 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger for filing and certifies that:

- FIRST:** The name of each Constituent Corporations is Banc of America Investment Services, Inc., a Florida corporation, and LaSalle Financial Services, Inc., a Delaware corporation.
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to Title 8, Section 252 of the Delaware General Corporation Law.
- THIRD:** The name of the surviving corporation is Banc of America Investment Services, Inc., a Florida corporation.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The Merger shall become effective on October 24, 2008 at 12:01 a.m.
- SIXTH:** The executed Agreement and Plan of Merger is on file at 100 Federal Street, Boston, Massachusetts 02110, the principal place of business of the surviving corporation.
- SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any of the stockholders of the Constituent Corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at Bank of America, 555 California Street, CA5-703-08-01, San Francisco, CA 94104.

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer the 10th day of October, 2008.

BANC OF AMERICA INVESTMENT SERVICES, INC.

By: 

Mark Benson, President