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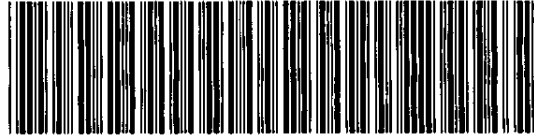
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Merfeda



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Linda S. Dale
Certified Paralegal
Direct Dial: (601) 949-4967
ldale@joneswalker.com

November 22, 2016

Via FedEx – 850-245-6050

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ***Florida Corporations Subsidiary Merger (1 OF 2 MERGERS): Peoples First
Financial, Inc. merger into Invest-Sure, Inc. – PLEASE FILE THIS
ONE FIRST***

Dear Sir:

Enclosed for filing are an original and one copy of Articles of Merger providing for the merger of Peoples First Financial, Inc. with and into its parent company, Invest-Sure, Inc..

Our check in the amount of \$78.75 is also enclosed for your filing fee and a certified copy. A return pre-paid FedEx envelope is included.

Please note that the effective date is November 23, 2016. If anything else is needed, please call me or Craig Landrum (601-949-4973) immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Linda S. Dale".

Linda S. Dale
Certified Paralegal

:ld
Enclosures

{JX230669.1}

JONES WALKER LLP

ALABAMA • ARIZONA • CALIFORNIA • DISTRICT OF COLUMBIA • FLORIDA • GEORGIA • LOUISIANA • MISSISSIPPI • NEW YORK • OHIO • TEXAS

ARTICLES OF MERGER

of

PEOPLES FIRST FINANCIAL, INC.

Tampa, Florida

with and into

INVEST-SURE, INC.

Panama City, Florida

FILED

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CLERK OF DISTRICT COURT

The undersigned corporations, pursuant to the provisions of the Florida Business Corporation Act at Fla. Stat. §§ 607.1104 and 607.1105 (2016), as amended, (the "Florida Act") hereby execute the following Articles of Merger and set forth:

1. The names of the corporations that are parties to the merger (the "Merger") contemplated by these Articles of Merger are Peoples First Financial, Inc. ("PFFI") and Invest-Sure, Inc. ("ISI").
2. The name of the surviving Florida corporation is: Invest-Sure, Inc.
3. The name of the Florida corporation to be merged is: Peoples First Financial, Inc.
4. An Agreement and Plan of Merger (the "Plan of Merger") is attached hereto and incorporated herein for all purposes as Exhibit "A."
5. As provided in the Plan of Merger, the corporate existence of PFFI shall cease and the corporate existence of ISI as the surviving corporation shall continue.
6. Pursuant to the applicable provisions of the Florida Act (Fla. Stat. § 607.1105 (2016)), the Plan of Merger was adopted by the Board of Directors of PFFI, the merging corporation, and by the Board of Directors of ISI, the surviving corporation, on October 27, 2016, and shareholder approval was not required for either corporation, pursuant to the applicable provisions of the Florida Act (Fla. Stat. § 607.1104 (2016)).
7. The address of ISI is 2510 14th Street, Gulfport, Mississippi 39501.
8. The Articles of Merger shall be effective at 6:00 a.m. on November 23, 2016.

[Remainder of page intentionally left blank. Signature page follows.]

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

Peoples First Financial, Inc.

By: Michael M. Achary
Michael M. Achary
Vice President, Treasurer & Secretary

Invest-Sure, Inc.

By: Michael M. Achary
Michael M. Achary
Vice President, Treasurer & Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 27th day of October, 2016, between **PEOPLES FIRST FINANCIAL, INC.** ("PFFI"), a Florida business corporation, and **INVEST-SURE, INC.** ("ISI"), a Florida business corporation.

WHEREAS, the Boards of Directors of PFFI and ISI believe that it is in the best interest of each corporation and the Sole Shareholder of each corporation that PFFI be merged with and into ISI; and

WHEREAS, pursuant to Fla. Stat. ch. 607.1104 (2016), approval by shareholders is not required for a merger of a subsidiary into its parent corporation.

NOW, THEREFORE, in consideration of the promises and undertakings as hereinafter contained, the parties do hereby covenant and agree as follows:

- I. PFFI shall be merged with and into ISI by the transfer to ISI of the assets of PFFI, subject to all of PFFI's liabilities and obligations, which liabilities and obligations ISI shall assume, in complete cancellation of all the common stock of PFFI.
- II. The corporate existence of PFFI shall cease and the corporate existence of ISI as the surviving corporation shall continue.
- III. Following the merger, the directors and officers of ISI shall be the directors and officers of the surviving corporation and shall hold office until their successors are chosen or appointed according to the bylaws of the surviving corporation. Appointed agents of ISI prior to the merger shall be the agents of the surviving corporation following the merger.
- IV. The principal office of the surviving corporation shall continue to be 2510 14th Street, Gulfport, Mississippi 39501. The name and address of the registered agent of the surviving corporation in the State of Florida shall continue to be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
- V. The nature and purpose of ISI, as stated in the existing charter of ISI is broad enough to cover the activities and operations of the combined businesses of PFFI and ISI after the merger. Therefore, the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving corporation following the merger shall remain as set forth in the articles of ISI.
- VI. The present bylaws of ISI shall be the bylaws of the surviving corporation following the merger, until amended or repealed as therein provided.
- VII. At any time prior to the filing of this Agreement with the Secretary of State of the State of Florida, the merger may be abandoned. To abandon the merger it shall be

necessary to have the approval of the directors of each corporation voting for the abandonment of the merger.

VIII. The conversion of the common stock of PFFI into common stock of ISI shall be accomplished by the Sole Shareholder of PFFI submitting to the Secretary of ISI all of the certificates evidencing ownership of common stock in PFFI. To avoid the inconvenience and expense of issuing additional stock of ISI, ISI will constructively issue shares in exchange for PFFI's assets. Such constructive stock issuance shall be the sole consideration for the merger; no additional shares of stock in ISI will actually be issued.

IX. The merger of PFFI with and into ISI shall be effective at 6:00 a.m. on November
23, 2016.

IN WITNESS WHEREOF the undersigned have executed this Agreement to be effective as of the day and year first above written.

**Peoples First Financial, Inc.,
a Florida Corporation**

By: Michael M. Achary
Michael M. Achary
Vice President, Treasurer & Secretary

Invest-Sure, Inc., a Florida Corporation

By: Michael M. Achary
Michael M. Achary
Vice President, Treasurer & Secretary

**JOINT WAIVER OF NOTICE AND
UNANIMOUS CONSENT TO ACTION BY THE
BOARDS OF DIRECTORS
OF
INVEST-SURE, INC.
And
PEOPLES FIRST FINANCIAL, INC.
IN LIEU OF MEETING**

**RESOLUTIONS MERGING PEOPLES FIRST FINANCIAL, INC.
WITH AND INTO INVEST-SURE, INC.**

The undersigned Boards of Directors of INVEST-SURE, INC., formed under the laws of the State of Florida, and of PEOPLES FIRST FINANCIAL, INC., formed under the laws of the State of Florida, do hereby, pursuant to the laws of the State of Florida and the Articles and Bylaws of Invest-Sure, Inc. and Peoples First Financial, Inc., consent in writing to the adoption of the following resolutions and to waiver of all notices required for and the holding of meetings of the Boards of Directors:

WHEREAS, Invest-Sure, Inc. ("ISI"), a Florida corporation, is a wholly owned subsidiary of Whitney Bank; and

WHEREAS, Peoples First Financial, Inc. ("PFFI"), a Florida corporation, is a wholly owned subsidiary of ISI; and

WHEREAS, the Board of Directors of ISI and the Board of Directors of PFFI have determined that it is in the best interest of the Sole Shareholder of each corporation to merge PFFI with and into ISI; and

WHEREAS, approval of the Sole Shareholders of ISI and PFFI is not required;

THEREFORE, BE IT RESOLVED, that the Board of Directors of ISI and the Board of Directors of PFFI hereby accept, approve and adopt that certain Agreement and Plan of Merger, substantially the form attached as Exhibit "A" with such revisions or additions as the Presidents of ISI and PFFI deem necessary or appropriate, by and between PFFI and ISI, whereby PFFI, organized under the laws of the State of Florida, will be merged with and into ISI with the title of Invest-Sure, Inc.;

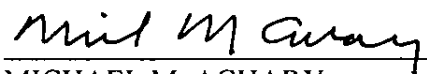
RESOLVED FURTHER, that the President, any Vice President, the Secretary or any Assistant Secretary of ISI and PFFI (collectively, the "Authorized Officers") be, and each acting alone hereby is, authorized and directed to make, execute, and file any and all necessary applications, and other documents with the appropriate regulatory agencies in order to obtain approval of the transactions contemplated herein; and

RESOLVED FURTHER, that the Authorized Officers of ISI and PFFI be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of ISI and PFFI, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

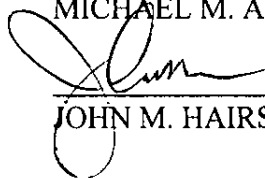
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Dated as of October 27, 2016.

DIRECTORS of Invest-Sure, Inc.

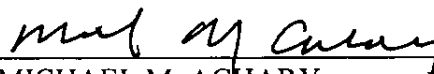


MICHAEL M. ACHARY

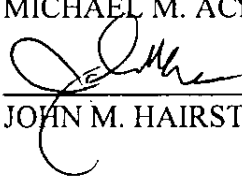


JOHN M. HAIRSTON

DIRECTORS of Peoples First Financial, Inc.



MICHAEL M. ACHARY



JOHN M. HAIRSTON