

H63495

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2008 DEC -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
12/5/08

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: December 4, 2008

TO: Karon Beyer, Chief
Department of State
Division of Corporations

FROM: Bruce Ricca, Office of Financial Regulation

SUBJECT: Merger of Florida Bank of Sarasota with and into Florida Bank
and under the title of Florida Bank

Please file the attached "Merger Documents" for the above-referenced institutions, using 5:00 p.m. on December 5, 2008, as the effective date for the merger.

Please make the following distribution of certified copies for each merger:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Sixth Floor
Tallahassee, Florida 32399-0371
- (2) Four copies to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Ms. Nicolette Hennings
Federal Reserve Bank of Atlanta
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309-4470

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

December 1, 2008

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

Via Federal Express

Mr. Bruce Ricca
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Application for Authority to merge Florida Bank of Sarasota, Sarasota County, Florida, with and into Florida Bank, Tampa, Hillsborough County, Florida and with the title of "Florida Bank"

(Administrative File No. 0-580-FI-11/08)

Dear Mr. Ricca:

The parties would like to close the merger transaction effective as of 5:00 p.m. on Friday, December 5, 2008. In this regard, enclosed please find the following:

1. One manually signed original and two copies of the Plan of Merger and Merger Agreement between the Banks.
2. Three copies of the Articles of Incorporation (as amended to date) for the resulting Bank (these have been previously filed).
3. Certificate of Approval of the Plan of Merger and Merger Agreement from FBG Holding Company, the sole shareholder of the Banks.
4. It is anticipated that Florida Bank of Sarasota will declare a special dividend of \$10 million to FBG Holding Company before the close of business on Friday, December 5, 2008.
5. Check in the amount of \$122.50 payable to the Florida Secretary of State for filing fees.

If you have any questions regarding the foregoing, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,

John P. Greeley

JPG:erw
Enclosures
Copy to:

Michael K. Worthington
President and Chief Executive Officer
Florida Bank of Sarasota

Ms. Katie Pemble
President and Chief Executive Officer
Florida Bank

RECEIVED
FLORIDA OFFICE OF
FINANCIAL SERVICES
2008 DEC -2 AM 11:00
CASHIER'S OFFICE

PLAN OF MERGER AND MERGER AGREEMENT

**For the merger of
FLORIDA BANK OF SARASOTA
with and into
FLORIDA BANK
under the charter of
FLORIDA BANK
under the title of
"FLORIDA BANK"
("Resulting Bank")**

FILED
2008 DEC -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 15th day of September, 2008, between Florida Bank (hereinafter referred to as Florida Bank and the "Resulting Bank"), a Florida banking corporation, with its main office located at 201 North Franklin Street, Suite 100, Tampa, Florida 33602 and Florida Bank of Sarasota (hereinafter referred to as "Florida Bank of Sarasota"), a Florida banking corporation, with its main office located at 1432 1st Street, Sarasota, Florida 34236.

WHEREAS, a majority of the entire Boards of Directors of each of Florida Bank and Florida Bank of Sarasota (collectively, the "Banks") have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes.

WHEREAS, each of the Banks is entering this Agreement to provide for the merger of Florida Bank of Sarasota with and into Florida Bank, with Florida Bank being the surviving corporation of such merger transaction.

WHEREAS, each of the Banks is a wholly owned subsidiary of FBG Holding Company ("BHC"), which has authorized, adopted and approved this Agreement as the sole shareholder of each of the Banks.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

Florida Bank of Sarasota shall be simultaneously merged with and into Florida Bank, with Florida Bank thereby becoming the Resulting Bank, under the charter of the Resulting Bank (the "Merger").

SECTION 2

The name of the Resulting Bank shall be "Florida Bank." The Resulting Bank will not exercise trust powers.

SECTION 3

The business of the Resulting Bank shall be that of a state banking corporation. This business shall be conducted by the Resulting Bank at its main office which shall be located at 201 North Franklin Street, Suite 100, Tampa, Florida 33602, as well as its branch offices and all of the banking offices of Florida Bank of Sarasota (which such banking offices shall continue to conduct operations after the closing of the Merger as branch offices of Florida Bank).

SECTION 4

Immediately upon the Merger becoming effective, (i) the amount of capital stock of the Resulting Bank shall be the amount outstanding upon the Merger becoming effective, and (ii) the Resulting Bank shall have a Surplus and Undivided Profits equal to its Surplus and Undivided Profits plus the Surplus and Undivided Profits of all of the merging or constituent banks at the time the Merger becomes effective. Preferred stock shall not be issued by the Resulting Bank.

SECTION 5

All assets of the Banks and the Resulting Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and the Resulting Bank shall be responsible for all the liabilities of every kind and description, of each of the Bank and the Resulting Bank existing as of the effective time of the Merger.

SECTION 6

Florida Bank of Sarasota shall transfer to the Resulting Bank in the Merger acceptable assets having a book value, over and above its liability to its creditors, in such amounts as set forth on the books of Florida Bank of Sarasota at the time the Merger becomes effective.

SECTION 7

At the effective time of the Merger, each outstanding share of common stock of Florida Bank of Sarasota in exchange for the assets transferred by Florida Bank of Sarasota in the Merger, to the Resulting Bank, shall be cancelled.

Outstanding certificates representing shares of the common stock of Florida Bank of Sarasota shall, at the effective time of the Merger, be cancelled.

SECTION 8

Upon the Merger becoming effective, the then outstanding shares of the Florida Bank's Common Stock shall continue to remain outstanding shares of Florida Bank, all of which shall continue to be owned by BHC.

SECTION 9

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Bank following the effective time of the Merger and until the next annual meeting of shareholders or until such time as their Successors have been elected and have qualified:

A. Directors:

<u>Name</u>	<u>Street Address</u>
Kim Buchanan	201 North Franklin St., Suite 100, Tampa, Florida 33602
Corey Coughlin	201 North Franklin St., Suite 100, Tampa, Florida 33602
John Garthwaite	201 North Franklin St., Suite 100, Tampa, Florida 33602
N. Troy Fowler	201 North Franklin St., Suite 100, Tampa, Florida 33602
Wade Harris	201 North Franklin St., Suite 100, Tampa, Florida 33602
Frank Llana	201 North Franklin St., Suite 100, Tampa, Florida 33602
Katie Pemble	201 North Franklin St., Suite 100, Tampa, Florida 33602
Joseph Rothman	201 North Franklin St., Suite 100, Tampa, Florida 33602
Lisa Smithson	201 North Franklin St., Suite 100, Tampa, Florida 33602
Steve Stagg	201 North Franklin St., Suite 100, Tampa, Florida 33602
G. Richard Thomas	201 North Franklin St., Suite 100, Tampa, Florida 33602

B. Executive Officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Katie Pemble	President and Chief Executive Officer	201 North Franklin St., Suite 100 Tampa, Florida 33602

<u>Name</u>	<u>Position</u>	<u>Address</u>
Richard M. Bartholomae	Executive Vice President and Chief Credit Officer	201 North Franklin St., Suite 100 Tampa, Florida 33602
John Garthwaite	Executive Vice President - Chief Financial Officer and Chief Investment Officer	201 North Franklin St., Suite 100 Tampa, Florida 33602
Frank Lafalce	Executive Vice President - Commercial Banking Executive	201 North Franklin St., Suite 100 Tampa, Florida 33602
Michael K. Worthington	Executive Vice President, Market President - Sarasota	1432 1 st Street Sarasota, Florida 34236

SECTION 10

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of the Banks; or

(b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the Resulting Bank, upon and after the Merger, to conduct all or any part of the business activities being conducted by the Banks as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) The Merger has not been consummated by June 30, 2009 (unless extended by the mutual consent of the parties hereto); or

(d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of any of the Banks, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the Banks to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the Banks, BHC or the directors, officers, employees, agents or shareholders of any of them.

SECTION 11

This Agreement has been approved by BHC, which owns all of the outstanding shares of each of the Banks, and the Merger shall become effective at the time specified in a Certificate to be

issued by the Florida Office of Financial Regulation, pursuant to Section 658.45, Florida Statutes, under the seal of such office, approving the Merger.

SECTION 12

This Agreement is also subject to the following terms and conditions:

(a) The Florida Office of Financial Regulation, the Federal Reserve Bank of Atlanta and the Federal Deposit Insurance Corporation shall have approved this Agreement and the Merger as and to the extent required and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger, and any statutory waiting period shall have expired.

SECTION 13

Each of the Banks hereby invites and authorizes the Florida Office of Financial Regulation to examine each of such bank's records in connection with the Merger.

SECTION 14

Effective as of the time this Merger shall become effective as specified in the "Certificate of Merger" to be issued by the Florida Office of Financial Regulation, the Articles of Incorporation of the Resulting Bank shall consist of the Articles of Incorporation of the Resulting Bank as in effect immediately prior to the time this Merger shall become effective.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.

FLORIDA BANK

By: Katie Pemble
Katie Pemble
President and Chief Executive Officer

FLORIDA BANK OF SARASOTA

By: Michael K. Worthington
Michael K. Worthington
President and Chief Executive Officer

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on January 31, 2005, for BANK OF ST. PETERSBURG, a Florida corporation, as shown by the records of this office.

The document number of this corporation is H63495.

05 FEB -3 PM 3:04
DIV OF FINANCIAL SERVICES

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of February, 2005



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

BANK OF ST. PETERSBURG

ARTICLE I – NAME AND OFFICE

The name of the corporation is BANK OF ST. PETERSBURG ("Corporation"), its principal place of business shall be at One Tampa City Center, Suite 100, 201 North Franklin Street, Tampa, Hillsborough County, Florida.

2005 JAN 31 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE II – PURPOSE AND POWERS

The general nature of business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the powers and management of banking corporations.

ARTICLE III – TERM

The Corporation is to have perpetual existence unless its existence is terminated pursuant to Florida Financial Institutions Codes.

ARTICLE IV – CAPITAL STOCK

The total number of shares of capital stock which the corporation shall have authority to issue is 600,000 shares, all of which shall be common stock of par value of \$2.00 per share. The shares may only be issued by approval of the Stockholders, subject to any other approvals required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full in cash before the issuance and shall not be less than the par value.

ARTICLE V – DIRECTORS

Section 1: The business and affairs of this corporation shall be managed and conducted by a Board of not less than five (5) Directors. The number of directors may be increased by a majority vote of the Stockholders who may also appoint persons to fill the resulting vacancies. A majority of the full Board of Directors may, at any time during the year following the annual meeting of Stockholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

Section 2: Any vacancies on the Board of Directors for any reason may be filled by the Stockholders, but if not so filled, then by Board of Directors, acting by a majority of the directors then in office, although less than a quorum.

ARTICLE VI – SPECIAL VOTING AND CONCURRENCE PROVISIONS

The power and authority to adopt, amend, alter, or repeal the Corporation's Bylaws shall be vested solely in the Stockholders.

IN WITNESS WHEREOF, said Bank of St. Petersburg, has caused these Amended and Restated Articles of Incorporation to be signed by its Chairman of the Board and attested by its Secretary, this 16th day of December, 2004.

By Anthony F. Gonzalez
Anthony F. Gonzalez, Chairman of the Board

ATTEST:

By Ceil Read
Ceil Read, Secretary

(CORPORATE SEAL)

The foregoing Amended and Restated Articles of Incorporation of Bank of St. Petersburg are hereby approved this 21st day of January, ~~2004~~
2005

By Linda B. Charity
Linda B. Charity, Director, Financial Institutions
Office of Financial Regulation

**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANK OF ST. PETERSBURG**

Pursuant to the provisions of Florida Statute 607.1007, Bank of St. Petersburg, a Florida corporation, adopts the attached amended and restated articles of incorporation, which includes the following amendment to its amended and restated articles of incorporation:

FIRST: Article I, Name and Office, is deleted in its entirety and replaced with the following new Article I, Name and Office:

The name of the corporation is BANK OF ST. PETERSBURG ("Corporation"), and its principal place of business shall be at One Tampa City Center, Suite 100, 201 North Franklin Street, Tampa, Hillsborough County, Florida.

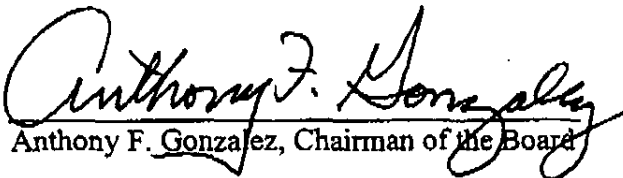
SECOND: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

THIRD: The date of the amendment's adoption was July 15, 2004.

FOURTH: The amendment's adoption was approved by the sole shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this 16th day of December, 2004.

Bank of St. Petersburg

By: 
Anthony F. Gonzalez, Chairman of the Board



Department of State

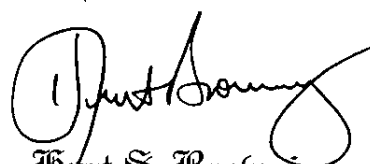
I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 16, 2008, effective June 30, 2008, to Articles of Incorporation for BANK OF ST. PETERSBURG which changed its name to FLORIDA BANK, a Florida corporation, as shown by the records of this office.

The document number of this corporation is H63495.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of April, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BANK OF ST. PETERSBURG

FILED

08 APR 16 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6/30/08

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Bank of St. Petersburg are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The name of the corporation shall be Florida Bank and its place of business shall be at 201 North Franklin Street, Suite 100, Tampa, Florida, in the County of Hillsborough and the State of Florida, 33602.

SECOND: The foregoing amendment was adopted by the sole holder of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 10, 2008 and the number of votes cast for the amendment was sufficient for approval by the holder of common stock.

THIRD: The foregoing Amendment shall become effective on June 30, 2008.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 10th day of April, 2008.

Subscribed and sworn before me, this 10th
day of April, 2008, a Notary Public
in and for Hillsborough County,
State of Florida

Michele R. Cleek
(Signature)

NOTARY PUBLIC

My Commission expires Oct. 25, 2011

BANK OF ST. PETERSBURG

By: Katie Pemble
Katie Pemble
President and Chief Executive Officer



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of April, 2008, by Katie Pemble, as President and Chief Executive Officer of Bank of St. Petersburg, a Florida banking corporation.



Printed Name: Michele R. Clark
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced

APPROVAL

Approved by the Florida Office of Financial Regulation this 15th day of April, 2008.



Linda B. Charity, Director
Division of Financial Institutions

CERTIFICATE OF SOLE SHAREHOLDER

The undersigned, as the sole shareholder of Florida Bank and Florida Bank of Sarasota, does hereby authorize, adopt and approve the Plan of Merger and Merger Agreement dated as of September 15, 2008 between Florida Bank and Florida Bank of Sarasota, and the merger of Florida Bank of Sarasota with and into Florida Bank thereunder.

IN WITNESS THEREOF, this Certificate of Sole Shareholder is signed as of September 14, 2008.

FBG Holding Company

By: Cathy Coughlin

Name: Cathy Coughlin

Title: President/CEO

OFFICE OF FINANCIAL REGULATION



Having been approved by the Acting Commissioner of the Office of Financial Regulation on November 26, 2008, to merge Florida Bank of Sarasota, Sarasota, Sarasota County, Florida, and Florida Bank, Tampa, Hillsborough County, Florida, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger and Merger Agreement" which contains the Restated Articles of Incorporation of Florida Bank (the resulting bank), so that effective at 5:00 p.m. on December 5, 2008, they shall read as stated herein.

Signed on this 3RD day of
December 2008.

Linda B. Charity
Director, Division of Financial Institutions