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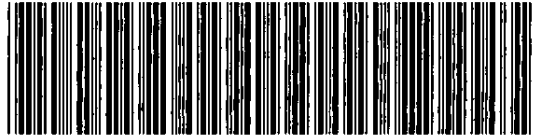
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Certificates of Status

Special Instructions to Filing Officer:

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Effective date  
3-30-09

Merger  
Lewis  
3-27-09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAR 25 PM 4:47

FILED

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** March 25, 2009

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

**FROM:** Bruce Ricca, Office of Financial Regulation

**SUBJECT:** Merger of Florida Bank of Jacksonville and The Bank of Tallahassee with and into Florida Bank and under the title of Florida Bank

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Please file the attached "Merger Documents" for the above-referenced institutions, using the close of business on March 30, 2009, as the effective date for the merger.

Please make the following distribution of certified copies of the merger documents:

- (1) One copy to: Bruce Ricca  
Office of Financial Regulation  
200 East Gaines Street  
Fletcher Building, Sixth Floor  
Tallahassee, Florida 32399-0371
- (2) One copy to: Mr. John P. Greeley  
Smith Mackinnon, P. A.  
Post Office Box 2254  
Orlando, Florida 32802-2254
- (3) One copy to: Ms. Julie Mizell  
(uncertified) 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.

# OFFICE OF FINANCIAL REGULATION



Having been approved by the Acting Commissioner of the Office of Financial Regulation on March 23, 2009, to merge Bank of Jacksonville, Duval County, Florida, and The Bank of Tallahassee, Leon County, Florida, with and into Florida Bank 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 Articles of Incorporation of Florida Bank (the resulting bank), so that effective at the close of business on March 30, 2009, they shall read as stated herein.

Signed on this 24TH day of  
March 2009.

  
\_\_\_\_\_  
Director, Division of Financial Institutions

## CERTIFICATE


The undersigned does hereby certify that he is the Chairman of the Board of FBG Holding Company ("Company"), adopts the following resolution for and on behalf of the Company as the sole shareholder of Florida Bank, Florida Bank of Jacksonville and The Bank of Tallahassee (collectively, the "Banks"):

BE IT RESOLVED, that the Company, as the sole shareholder of the Banks, does hereby, authorize, adopt and approve the Plan of Merger and Merger Agreement providing for the merger (the "Merger") of Florida Bank of Jacksonville and The Bank of Tallahassee with and into Florida Bank, and the transactions contemplated thereby, including consummation of the Merger; and

BE IT FURTHER RESOLVED, that the proper officers be, and each of them acting alone hereby is, authorized and directed to make all such arrangements, to do and perform all such acts and things, to make, execute and deliver all such agreements, certificates and such other instruments and documents as they may deem necessary, advisable or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolution and the transactions contemplated thereby.

I further certify that the foregoing Resolution is in full force and effect and has not been amended or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have signed this Certificate for and on behalf of FBG Holding Company this 28th day of JANUARY, 2009.

  
\_\_\_\_\_  
Robert Rothman  
Chairman of the Board

**PLAN OF MERGER AND MERGER AGREEMENT**

**For the merger of  
FLORIDA BANK OF JACKSONVILLE  
and  
THE BANK OF TALLAHASSEE**

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

**FILED**  
**09 MAR 25 PM 4:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 28<sup>th</sup> day of January, 2009, 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; Florida Bank of Jacksonville (hereinafter referred to as "FBJ"), a Florida banking corporation, with its main office located at 135 West Bay Street, Jacksonville, Florida 32202; and The Bank of Tallahassee (hereinafter referred to as "BOT"), a Florida banking corporation, with its main office located at 3425 - 23 Thomasville Road, Tallahassee, Florida 32309.

WHEREAS, a majority of the entire Boards of Directors of each of Florida Bank, FBJ and BOT (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 each of FBJ and BOT 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

Each of FBJ and BOT 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 FBJ and BOT (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 immediately prior to 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 as stated in the preamble of this Agreement 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

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

## SECTION 7

At the effective time of the Merger, each outstanding share of common stock of each of FBJ and BOT, in exchange for the assets contributed by each of FBJ and BOT, to the Resulting Bank, shall be cancelled.

Outstanding certificates representing shares of the common stock of each of FBJ and BOT 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>
Karen K. Bass	2915 Kerry Forest Parkway, Unit 501, Tallahassee, Florida 32309
John R. Byers	135 West Bay Street, Jacksonville, Florida 32202
Corey Coughlin	201 North Franklin St., Suite 2800, Tampa, Florida 33602
N. Troy Fowler	201 North Franklin St., Suite 100, Tampa, Florida 33602
Thomas E. Gibbs	135 West Bay Street, Jacksonville, Florida 32202
R. Wade Harris	3704 84 <sup>th</sup> Avenue Circle East, Sarasota, Florida 34243
Lewis S. Lee, Jr.	135 West Bay Street, Jacksonville, Florida 32202
F. C. Nixon	2915 Kerry Forest Parkway, Unit 501, Tallahassee, Florida 32309
Katie Pemble	201 North Franklin St., Suite 100, Tampa, Florida 33602
Joseph Rothman	201 North Franklin St., Suite 100, Tampa, Florida 33602
Robert Rothman	201 North Franklin St., Suite 2800, Tampa, Florida 33602
Lisa Smithson	201 North Franklin St., Suite 100, Tampa, Florida 33602

<u>Name</u>	<u>Street Address</u>
Steve Stagg	201 North Franklin St., Suite 100, Tampa, Florida 33602
G. Richard Thomas	201 North Franklin St., Suite 100, Tampa, Florida 33602
Charles B. Tomm	135 West Bay Street, Jacksonville, Florida 32202

B. Executive Officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Robert Rothman	Chairman of the Board	201 North Franklin St., Suite 2800, Tampa, Florida 33602
Corey J. Coughlin	Vice Chairman of the Board	201 North Franklin St., Suite 2800, Tampa, Florida 33602
Katie Pemble	President and Chief Executive Officer	201 North Franklin St., Suite 100 Tampa, Florida 33602
Richard M. Bartholomae	Executive Vice President and Chief Credit Officer	201 North Franklin St., Suite 100 Tampa, Florida 33602
Kim Buchanan	Executive Vice President and Chief Information 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 Real Estate and Special Assets Executive	201 North Franklin St., Suite 100 Tampa, Florida 33602
Mark Manitz	Executive Vice President - Commercial Banking Executive	201 North Franklin St., Suite 100 Tampa, Florida 33602

## 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 December 31, 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 and the Federal Reserve Bank of Atlanta shall have approved this Agreement and the Merger 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 JACKSONVILLE**

By: Corey W. Coughlin  
Corey W. Coughlin  
Chief Executive Officer

**THE BANK OF TALLAHASSEE**

By: F. C. Nixon  
F. C. Nixon  
Chairman and Chief Executive Officer

**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 21<sup>st</sup> 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.

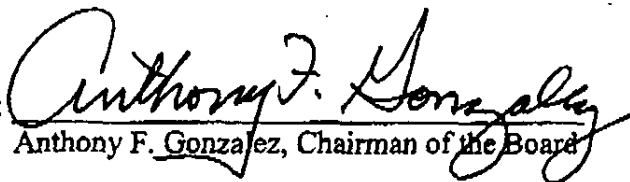
**SECOND:** The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

**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

FILED  
08 APR 16 PM 1: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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 10<sup>th</sup> day of April, 2008.

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

Michele R. Cleeck  
(Signature)

NOTARY PUBLIC

My Commission expires Oct. 25, 2011

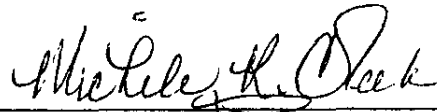
BANK OF ST. PETERSBURG

By: Katie Pemble  
Katie Pemble  
President and Chief Executive Officer



STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> 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 15<sup>th</sup> day of April, 2008.



Linda B. Charity, Director  
Division of Financial Institutions