

H 76426

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Parish National Bank

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 28, 2004

PREMIER COMMUNITY BANK OF FLORIDA  
350 E. BAY DRIVE  
P O BOX 2910  
LARGO, FL 33779-910US

SUBJECT: PREMIER COMMUNITY BANK OF FLORIDA  
REF: H76426

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE ARTICLES OF MERGER REFLECT Premier Community Bank of Florida BEING THE SURVIVING CORPORATION IN THE MERGER. HOWEVER, THE PLAN AND AGREEMENT OF MERGER REFLECTS Parish National Bank BEING THE SURVIVOR. PLEASE CLARIFY WHICH CORPORATION IS THE TRUE SURVIVOR.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
PARISH NATIONAL BANK  
A NATIONAL BANKING ASSOCIATION  
AND  
PREMIER COMMUNITY BANK OF FLORIDA  
A FLORIDA CORPORATION

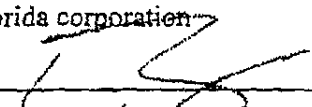
Pursuant to the provisions of Section 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), Parish National Bank, a national banking association ("Parish"), and Premier Community Bank of Florida, a Florida corporation ("Premier"), adopt the following Articles of Merger for the purpose of merging Premier with and into Parish (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A.
- SECOND:** The Merger is effective at 7:31 p.m. on June 24, 2004.
- THIRD:** The Plan of Merger was adopted by the written consent of the sole shareholder of Parish dated June 8, 2004, and by the written consent of the sole shareholder of Premier dated June 16, 2004, in accordance with the provisions of Sections 607.0704 and 607.1103 of the FBCA and Section 658.44, Florida Statutes.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name as of the 23<sup>rd</sup> day of June, 2004.

PREMIER COMMUNITY BANK OF FLORIDA,  
a Florida corporation

PARISH NATIONAL BANK,  
a national banking association

By:   
Its: ~~6/23/2004~~ PRESIDENT  
Brad McMurtry

By:   
Its: President and CEO

**PLAN OF MERGER AND MERGER AGREEMENT****PREMIER COMMUNITY BANK OF FLORIDA**

**with and into**

**PARISH NATIONAL BANK**

THIS AGREEMENT made between Premier Community Bank of Florida (hereinafter referred to as "Constituent Company") a banking corporation organized under the laws of the State of Florida, with its main office located at Largo, County of Pinellas, in the State of Florida, and Parish National Bank (hereinafter referred as "Resulting Company"), a national banking association organized under the laws of the United States, with its main office located at Bogalusa, Parish of St. Tamany, Louisiana, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors.

**SECTION 1.**

Constituent Company shall be merged into Resulting Company (the "Merger"), with the Resulting Company being the surviving corporation in the Merger.

**SECTION 2.**

The name of the Resulting Company shall be "Parish National Bank."

**SECTION 3.**

All assets of Constituent Company, as they exist at the effective time of the merger shall pass to and vest in the Resulting Company without any conveyance or other transfer; and the Resulting Company shall be considered the same business and corporate entity as each constituent corporation with all the rights, powers, and duties of each constituent corporation and

the Resulting Company shall be responsible for all the liabilities of every kind and description of each constituent corporation existing as of the effective time of the merger.

#### SECTION 4.

Of the capital stock of the Resulting Company, the presently outstanding shares of capital stock of Resulting Company par value, shall remain outstanding as shares of the Resulting Company and the holder thereof shall retain its present rights therein. Each outstanding share of the Constituent Corporation shall, upon the effective date of the Merger, cease to exist, and be converted into shares of the Resulting Corporation.

#### SECTION 5.

The existing Board of Directors and executive officers of Resulting Company shall serve as the Board of Directors and executive officers of the Resulting Company until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

#### SECTION 6.

This agreement may be terminated by the unilateral action of the Board of Directors of any constituent corporation prior to the approval of the stockholders of the said constituent corporation or by the mutual consent of the Boards of all constituent corporations after the shareholders of the constituent corporations have ratified this agreement and approved the merger.

#### SECTION 7.

This agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the constituent corporations owning at least a majority of its capital stock outstanding,

at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the merger shall become effective at the time specified in the Articles of Merger filed with the Florida Secretary of State.

**[Remainder of Page Intentionally Left Blank]**

WITNESS the signatures and seals of said constituent financial institutions this 23<sup>rd</sup> day of

June, 2004, each hereunto set by its President or a Vice President and attested by its  
Secretary or <sup>ACTING</sup> ~~SECRETARY~~, pursuant to a resolution of its Board of Directors.

**PREMIER COMMUNITY BANK  
OF FLORIDA**

Attest: [Signature]  
Secretary

[SEAL]

By: [Signature]  
Title: President  
and chairman

**PARISH NATIONAL BANK**

Attest: [Signature]  
Secretary

[SEAL]

By: [Signature]  
Gary B. Blossman  
Title: President and CEO