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PICK-UP WAIT MAIL

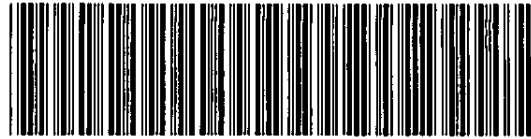
(Business Entity Name)

(Document Number)

Certified Copies 3 Certificates of Status _____

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04/02/12--01002--005 **52.50

04/02/12--01002--006 **43.75

*\$ 70.00 FK
3 CC 26.25*

*Effective date
4-1-12
merger*

12 MAR 30 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

APR 2 2012

T. LEWIS




Linda B. Charity
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: March 30, 2012

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions 

SUBJECT: Merger of Anderen Bank with and into 1st United Bank

Please file the attached "Merger Documents" (an original and 3 copies) for the above-referenced institutions, using April 1, 2012, as the effective date for the merger.

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

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies to: John P. Greeley, Esquire
Smith Mackinnon, PA
Suite 800, Citrus Center
255 South Orange Avenue
Orlando, Florida 32801

Also attached are two checks (\$43.75 and \$52.50) totaling \$96.25, which represent payment of applicable fees. If there is an over-payment of fees, please remit a refund to Smith Mackinnon, PA at the above address.

If there is an under-payment, or if you have any questions, please call John P. Greeley, Esquire at (407) 843-7300.

Attachments

OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on February 1, 2012, to merge 1st United Bank, Boca Raton, Palm Beach County, Florida, and Anderen Bank, Palm Harbor, Pinellas County, Florida, and being satisfied that the conditions of approval have been met, I approve for filing with the Florida Department of State, the attached "Articles of Merger," which contains the Articles of Incorporation of 1st United Bank (the resulting bank), so that effective on April 1, 2012, they shall read as stated herein.

Signed on this 29th day
of March, 2012.


Linda B. Charity, Director
Division of Financial Institutions

**ARTICLES OF MERGER
OF
ANDEREN BANK
INTO
1ST UNITED BANK**

FILED
12 MAR 30 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXPIRE DATE
4-1-12

Anderen Bank and 1st United Bank do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Anderen Bank and 1st United Bank. The surviving corporation in the Merger is 1st United Bank, which shall continue to conduct its business following effectiveness of the Merger under the name "1st United Bank."

SECOND: The Plan of Merger is set forth in the Plan of Merger and Merger Agreement dated January 3, 2012, by and among 1st United Bank and Anderen Bank (the "Merger Agreement"). A copy of the Merger Agreement is attached hereto and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 9:00 a.m., Boca Raton, Florida time, on April 1, 2012.

FOURTH: The Merger Agreement was adopted by the sole shareholder of Anderen Bank as of January 3, 2012 and by the sole shareholder of 1st United Bank as of January 3, 2012.

FIFTH: The Restated Articles of Incorporation of 1st United Bank shall serve as the Restated Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.

[Signature page follows]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of March 26, 2012.

ANDEREN BANK

1ST UNITED BANK

By: 
Charles Allcott, III
Chief Executive Officer

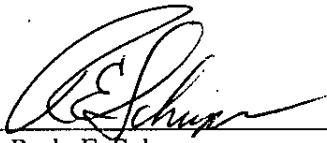
By: _____
Rudy E. Schupp
President and Chief Executive

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of March 26, 2012.

ANDEREN BANK

By: _____
Charles Allcott, III
Chief Executive Officer

1ST UNITED BANK

By:  _____
Rudy E. Schupp
President and Chief Executive

**PLAN OF MERGER
AND MERGER AGREEMENT**

Pursuant to the provisions of Section 658.42 of the Florida Statutes, the undersigned banks do hereby adopt and enter into this Plan of Merger and Merger Agreement (this "Agreement") for the purpose of merging (the "Merger") Anderen Bank, a Florida-chartered commercial bank ("Anderen Bank"), with and into 1st United Bank, a Florida-chartered commercial bank ("1st United"):

(a) The name of each constituent bank and the specific location of its main office are as follows:

1. 1st United Bank
One North Federal Highway
Boca Raton, FL 33432

The specific location of each of its branch offices is set forth on Schedule 1 attached hereto.

2. Anderen Bank
3450 East Lake Road
Palm Harbor, FL 34685

The specific location of each of its branch offices is set forth on Schedule 2 attached hereto.

(b) With respect to the resulting state bank:

1. The name and the specific location of the proposed main office are:

1st United Bank
One North Federal Highway
Boca Raton, FL 33432

The name of each of its branch offices will be 1st United Bank. The specific location of each of its existing and proposed branch offices is set forth on Schedule 3 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 4 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 5 attached hereto.
4. The resulting bank will have a single class of common stock, par value \$7.00 per share ("Resulting Bank Common Stock"), consisting of 1,000,000 authorized shares, of which 537,710 will be outstanding. The amount of the surplus fund will be \$198,043,000 and the amount of retained earnings will be \$10,232,000.
5. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.

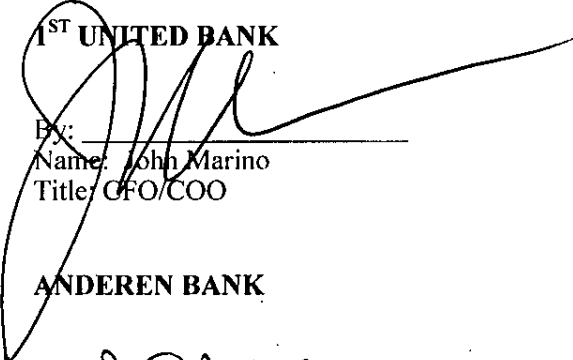
(c) The terms for the exchange of shares of the constituent banks are as follows:

1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of Anderen Bank, par value \$5.00 per share, shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each of the 537,710 issued and outstanding shares of the common stock of 1st United, par value \$7.00 per share, shall continue to be outstanding and held by 1st United Bancorp, Inc., a Florida corporation, and shall constitute all of the issued and outstanding Resulting Bank Common Stock.
2. The "Effective Time" shall mean 9:00 a.m. on the date requested by 1st United, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Office of Financial Regulation (the "Office").

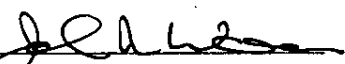
(d) This Agreement is subject to approval by the Office and by the shareholders of Anderen Bank and 1st United.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 3rd day of January 2012.

1ST UNITED BANK

By: 
Name: John Marino
Title: CFO/COO

ANDEREN BANK

By: 
Name: John R. Warren
Title: President

SCHEDULE 1

BANKING OFFICES OF 1ST UNITED BANK

Main Office:

1 North Federal Highway
Boca Raton, Florida 33432

Branch Offices:

1020 Buttonwood Street
Barefoot Bay, FL 32976

Branch Offices:

5854 South Flamingo Road
Cooper City, FL 33330

2800 East Oakland Park Boulevard
Ft. Lauderdale, FL 33306

2855 N University Drive
Coral Springs, FL 33067

633 South Federal Highway
Ft. Lauderdale, FL 33301

15801 Biscayne Blvd.
North Miami Beach, FL 33160

741 US Highway One
North Palm Beach, FL 33408

335 South County Road
Palm Beach, FL 33480

1020 US Highway 1
Sebastian, FL 32958

1717 Indian River Blvd.
Vero Beach, FL 32960

307 Evernia Street, Suite 100
West Palm Beach, FL 33401

1001 Brickell Bay Drive
Miami, FL 33131

8484 NW 36th Street, Suite 100
Doral, FL 33166

3400 Coral Way
Miami, FL 33145

2605 Enterprise Road East – Suite 100
Clearwater, FL 33759

1352 Main Street
Dunedin, FL 34698

32700 US HWY 19 North
Palm Harbor, FL 34684

9040 Tryfon Blvd Suite A – 102
Trinity, FL 34655

SCHEDULE 2

BANKING OFFICES OF ANDEREN BANK

Main Office:

3432 East Lake Road
Palm Harbor, Florida 34685

Branch Offices:

1465 South Fort Harrison Avenue
Suite 100
Clearwater, Florida 33756

2514 West Kennedy Boulevard
Tampa, Florida 33609

1720 Lee Road
Winter Park, Florida 32789

SCHEDULE 3

**BANKING OFFICES OF 1ST UNITED BANK AFTER
CONSUMMATION OF THE MERGER**

Main Office:

1 North Federal Highway
Boca Raton, Florida 33432

Branch Offices:

1020 Buttonwood Street
Barefoot Bay, FL 32976

Branch Offices:

5854 South Flamingo Road
Cooper City, FL 33330

2800 East Oakland Park Boulevard
Ft. Lauderdale, FL 33306

2855 N University Drive
Coral Springs, FL 33067

633 South Federal Highway
Ft. Lauderdale, FL 33301

15801 Biscayne Blvd.
North Miami Beach, FL 33160

741 US Highway One
North Palm Beach, FL 33408

335 South County Road
Palm Beach, FL 33480

1020 US Highway 1
Sebastian, FL 32958

1717 Indian River Blvd.
Vero Beach, FL 32960

307 Evernia Street, Suite 100
West Palm Beach, FL 33401

1001 Brickell Bay Drive
Miami, FL 33131

8484 NW 36th Street, Suite 100
Doral, FL 33166

3400 Coral Way
Miami, FL 33145

2605 Enterprise Road East – Suite 100
Clearwater, FL 33759

1352 Main Street
Dunedin, FL 34698

32700 US HWY 19 North
Palm Harbor, FL 34684

9040 Tryfon Blvd Suite A – 102
Trinity, FL 34655

3432 East Lake Road
Palm Harbor, FL 34685

1465 South Fort Harrison Avenue
Suite 100
Clearwater, FL 33756

2514 West Kennedy Boulevard
Tampa, FL 33609

1720 Lee Road
Winter Park, FL 32789

SCHEDULE 4

Paula Berliner
2600 Island Boulevard, #806
Aventura, FL 33160

Derek Burke
2168 Talman Court
Winter Park, FL 32792

Jeffery L. Carrier
509 Starboard Drive
Naples, FL 34103

Sion Carter
1902 S. Holly Lane
Tampa, FL 33629

Anthony J. Colucci, Jr.
Unit 601 N
The Ocean Club
2000 South A1A
Jupiter, FL 33477-1440

Ronald A. David, Esq.
1130 S.W. 14th Drive
Boca Raton, FL 33486

Lawrence P. Deziel, M.D.
107 Bowsprit Dr.
North Palm Beach, FL 33408

James D. Evans
263 South Beach Road
Hobe Sound, FL 33455-2603

David A. Friedman
7069 Brunswick Circle
Boynton Beach, FL 33437

Arthur S. Loring
622 N Flagler Drive #1001
West Palm Beach, FL 33401

Thomas E. Lynch
28 Country Road
Village of Golf, FL 33436

Carlos Morrison
336 El Vedado Road
Palm Beach, FL 33480

Ronald L. Platt, Esq.
2530 NE 33rd Street
Lighthouse Point, FL 33064

Young Song
19 Bay Harbor Road
Tequesta, Fl. 33469

Allen Tucker
3440 S. Ocean Blvd., #502 S
Palm Beach, FL 33480

Joseph W. Veccia, Jr.
1800 Lake Drive
Delray Beach, FL 33444

SCHEDULE 5

Wade Jacobson, Executive Vice President, Chief Lending Officer
9267 SE Mast Terr.
Hobe Sound, FL 33455

John Marino, Chief Financial Officer/Chief Operating Officer
14662 Rolling Rock Place
Wellington, FL 33414

Warren S. Orlando, Chairman of the Boards of Directors
21731 Frontenac Court
Boca Raton, FL 33433

Rudy E. Schupp, President and Chief Executive Officer
11874 Lakeshore Place
North Palm Beach, FL 33408

SCHEDULE 6

RESTATED

ARTICLES OF INCORPORATION

OF

1ST UNITED BANK

1st United Bank does hereby amend and restate its Restated Articles of Incorporation by filing the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act").

ARTICLE I

The name of the Corporation is 1st United Bank and its principal place of business shall be at One North Federal Highway, Boca Raton, in the County of Palm Beach and State of Florida.

ARTICLE II

The general nature of the 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 organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$7.00.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of Directors of this Corporation shall be not fewer than five. A majority of the full Board of Directors may, at any time during the year following an annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

CERTIFICATE

The foregoing Restated Articles of Incorporation do not contain an amendment to the Restated Articles of Incorporation requiring Corporation shareholder approval and were adopted by the Corporation's Board of Directors as of January 24, 2012.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 20th day of March, 2012.

1ST UNITED BANK

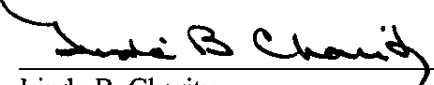
By: _____


Rudy E. Schupp
President and Chief Executive Officer

APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation this 29 day of March, 2012.

Tallahassee, Florida



Linda B. Charity

Director, Division of Financial Institutions