

545930

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

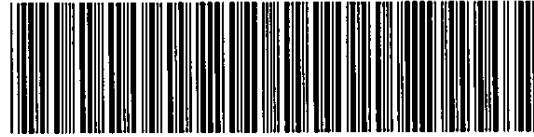
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

708-62314

Office Use Only



500247534495

07/01/13--01001--007 \*\*96.25

FILED  
13 JUL -1 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Morgan  
*[Signature]* 7/1/13




Drew J. Breakspear  
Commissioner

---

**INTEROFFICE COMMUNICATION**

DATE: June 28, 2013

TO: Brenda Tadlock, Department of State  
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions 

SUBJECT: Merger of Enterprise Bank of Florida into 1<sup>st</sup> United Bank

---

Please file the attached "Merger Documents" (an original and 3 copies) for the above-referenced institutions, using 8:10 AM, July 1, 2013, as the effective date and time 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: David C. Scileppi, Esquire  
Gunster, Yoakley & Stewart, P.A  
Suite 1400  
450 East Las Olas Boulevard  
Ft. Lauderdale, Florida 33301-4206

Also attached a check, in the amount of \$96.25, which represent payment of applicable fees. If there is an over-payment of fees, please remit a refund to Gunster, Yoakley & Stewart, P.A at the above address.

If there is an under-payment, or if you have any questions, please call David C. Scileppi, Esquire at (954) 713-6433.

Attachments

# OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on June 7, 2013, to merge Enterprise Bank of Florida, North Palm Beach, Palm Beach County, Florida, and 1<sup>st</sup> United Bank, Boca Raton, Palm Beach 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 "Plan of Merger and Merger Agreement," which contains the Articles of Incorporation of 1<sup>st</sup> United Bank (the resulting bank), so that, effective on July 1, 2013, they shall read as stated herein.

Signed on this 28th day  
of June, 2013.

A handwritten signature in cursive script that reads "Robert D. Hayes".

Robert D. Hayes, Director  
Division of Financial Institutions

**PLAN OF MERGER  
AND MERGER AGREEMENT**

FILED

13 JUL -1 AM 8:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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") Enterprise Bank of Florida; a Florida-chartered commercial bank, with and into 1<sup>st</sup> United Bank, a Florida-chartered commercial bank ("1<sup>st</sup> United");

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

1. 1<sup>st</sup> 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. Enterprise Bank of Florida  
11811 U.S. Highway One  
North Palm Beach, FL 33408

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:

1<sup>st</sup> United Bank  
One North Federal Highway  
Boca Raton, FL 33432

The name of each of its branch offices will be 1<sup>st</sup> 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 \$5.00 per share ("Resulting Bank Common Stock"), consisting of 1,000,000 authorized shares, of which 752,800 will be outstanding. The amount of the surplus fund will be \$200,084,000 and the amount of retained earnings will be \$11,961,000.
5. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.

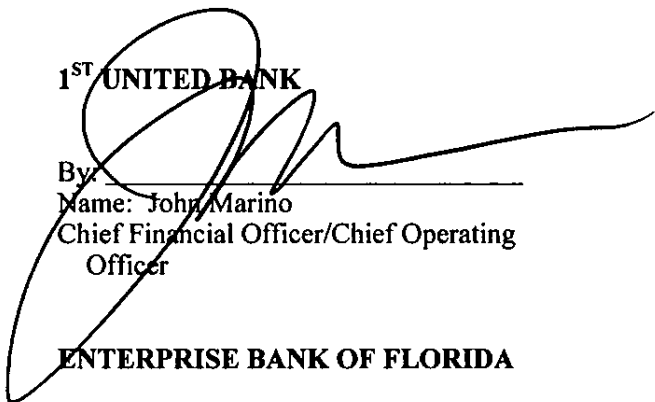
(c) The terms for the exchange of shares of the constituent banks are as follows:

1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of Enterprise Bank of Florida, 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 752,800 issued and outstanding shares of the common stock of 1<sup>st</sup> United, par value \$5.00 per share, shall continue to be outstanding and held by 1<sup>st</sup> 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 8:10 a.m. on the date requested by 1<sup>st</sup> 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 Enterprise Bank of Florida and 1<sup>st</sup> United.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 26th day of June 2013.

**1<sup>ST</sup> UNITED BANK**

By:   
Name: John Marino  
Chief Financial Officer/Chief Operating Officer

**ENTERPRISE BANK OF FLORIDA**

By: \_\_\_\_\_  
Name: Hugh C. Jacobs, Jr.  
President and Chief Executive Officer

**FILED**  
13 JUL - 1 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of Enterprise Bank of Florida, 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 752,800 issued and outstanding shares of the common stock of 1<sup>st</sup> United, par value \$5.00 per share, shall continue to be outstanding and held by 1<sup>st</sup> 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 8:10 a.m. on the date requested by 1<sup>st</sup> 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 Enterprise Bank of Florida and 1<sup>st</sup> United.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 26th day of June 2013.

**1<sup>ST</sup> UNITED BANK**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**ENTERPRISE BANK OF FLORIDA**

By: *Hugh Jacobs*  
Name: Hugh C. Jacobs, Jr.  
President and Chief Executive Officer

FILED  
13 JUL - 1 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SCHEDULE 1**

**BANKING OFFICES OF 1ST UNITED BANK**

**Main Office:**

1 North Federal Highway  
Boca Raton, Florida 33432

**Branch Offices:**

5854 South Flamingo Road  
Cooper City, FL 33330

2855 N University Drive  
Coral Springs, FL 33067

15801 Biscayne Blvd.  
North Miami Beach, FL 33160

335 South County Road  
Palm Beach, FL 33480

1717 Indian River Blvd.  
Vero Beach, FL 32960

1001 Brickell Bay Drive  
Miami, FL 33131

3400 Coral Way  
Miami, FL 33145

1352 Main Street  
Dunedin, FL 34698

5138 Deer Park Drive – Unit #105  
New Port Richey, FL 33653-7005

1465 South Fort Harrison Ave., #100  
Clearwater, FL 33756

1720 Lee Road  
Winter Park, FL 32789

**Branch Offices:**

2800 East Oakland Park Boulevard  
Ft. Lauderdale, FL 33306

633 South Federal Highway  
Ft. Lauderdale, FL 33301

741 US Highway One  
North Palm Beach, FL 33408

1020 US Highway 1  
Sebastian, FL 32958

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

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

2605 Enterprise Road East - Suite 100  
Clearwater, FL 33759

32700 US HWY 19 North  
Palm Harbor, FL 34684

1020 Buttonwood Street  
Barefoot Bay, FL 32976

2514 West Kennedy Blvd.  
Tampa, FL 33609

**SCHEDULE 2**

**BANKING OFFICES OF ENTERPRISE BANK**

**Branch Offices:**

85 E. Indiantown Road  
Jupiter, Florida 33477

8895 N Military Trail  
Palm Beach Gardens, FL 33410

11811 US Highway One  
North Palm Beach, FL 33408



**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:**

5854 South Flamingo Road  
Cooper City, FL 33330

2855 N University Drive  
Coral Springs, FL 33067

15801 Biscayne Blvd.  
North Miami Beach, FL 33160

335 South County Road  
Palm Beach, FL 33480

1717 Indian River Blvd.  
Vero Beach, FL 32960

1001 Brickell Bay Drive  
Miami, FL 33131

3400 Coral Way  
Miami, FL 33145

1352 Main Street  
Dunedin, FL 34698

1020 Buttonwood Street  
Barefoot Bay, FL 32976

1465 South Fort Harrison Avenue, #100  
Clearwater, FL 33756

2800 East Oakland Park Boulevard  
Ft. Lauderdale, FL 33306

633 South Federal Highway  
Ft. Lauderdale, FL 33301

**Branch Offices:**

741 US Highway One  
North Palm Beach, FL 33408

1020 US Highway 1  
Sebastian, FL 32958

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

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

2605 Enterprise Road East - Suite 100  
Clearwater, FL 33759

32700 US HWY 19 North  
Palm Harbor, FL 34684

5138 Deer Park Drive – Unit #105  
New Port Richey, FL 33653-7005

2514 West Kennedy Blvd.  
Tampa, FL 33609

1720 Lee Road  
Winter Park, FL 32789

85 E. Indiantown Road  
Jupiter, Florida 33477

8895 N Military Trail  
Palm Beach Gardens, FL 33410

11811 US Highway One  
North Palm Beach, FL 33408

**SCHEDULE 4**

**1ST UNITED BANK DIRECTORS**

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**

**1ST UNITED BANK EXECUTIVE OFFICERS**

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 Board 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**

**1<sup>ST</sup> UNITED BANK**

1<sup>st</sup> 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 1<sup>st</sup> 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 20<sup>th</sup> day of March, 2012.

**1<sup>ST</sup> UNITED BANK**

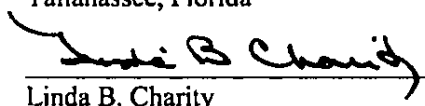
By: \_\_\_\_\_

  
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