

J57195



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*****61.00 *****8.50

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 1, 1998

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

FROM: *JR* John A. Pullen, Licensing and Chartering

SUBJECT: Formation of AB Interim Bank (Successor Institution) and
Merger of AB Interim Bank into Admiralty Bank

Please file the attached articles of incorporation for AB Interim Bank, a successor institution, using December 1, 1998, as the effective date.

Please file the attached "Merger Agreement" for the above-referenced institutions, using December 1, 1998, as the effective date.

Please make the following distribution of certified copies:

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-12/02/98--01002--005
*****79.00 *****79.00

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350
- (2) One copy to: Robert A. Schwartz, Esquire
Jamieson Moore Peskin & Spicer, P.C.
177 Madison Avenue
Morristown, New Jersey 07960

Attached is a \$79.00 check which represents payment of the applicable fees. If there is an overpayment, please issue a refund to Mr. Schwartz. If there is an underpayment, please contact Mr. Schwartz at (973) 984-1616.

If you have any questions, please call me at my new phone number 410-9527.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District II

FILED
98 DEC -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
LFO
12-3-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

AB INTERIM BANK, a Florida corporation (Document #P98000100758)

INTO

ADMIRALTY BANK, a Florida corporation, J57195

File date: December 1, 1998

Corporate Specialist: Louise Flemming-Jackson

JAMIESON MOORE

PESKIN & SPICER
COUNSELORS AT LAW

A PROFESSIONAL CORPORATION

300 ALEXANDER PARK
CN 5276
PRINCETON, NJ 08543-5276
PHONE: 609.452.0808
FAX: 609.452.1147

177 MADISON AVENUE
MORRISTOWN, NJ 07960
PHONE: 973.984.1616
FAX: 973.984.9549

EMAIL: JMPS@JMPS.COM

♦ NOLA R. BENCZE
DENNIS R. CASALE
SAMUEL G. DESTITO
THOMAS C. JAMIESON, JR.
♦ EDWIN LEAVITT-GRUBERGER
THOMAS M. LETIZIA
ROSS A. LEWIN
□ MICHAEL J. MANN
□ JOHN D. McQUARRIE, JR.
KEVIN J. MOORE
♦ TIMOTHY J. O'NEILL
JAY SAMUELS
♦ ROBERT A. SCHWARTZ
♦ MARK A. SOLOMON
MICHAEL F. SPICER
* THOMAS P. WEIDNER
□ AUDREY D. WISOTSKY

□ ALMA L. ABRAMS
SALLY VOEHL DAILEY
□ CHARLES M. FISHER
□ DAVID G. GLAZER
♦ GREGORY M. MANDAK
□ DANIEL G. MURRAY
MICHAEL G. PETRONE
JONATHAN M. PREZIOSI
♦ DAVID F. SWERDLOW
♦ JULIE RILEY TATTONI
□ JOHN W. VERLAQUE
TARA BARRETT WEST
□ SHEILA A. WOOLSON

OF COUNSEL
DOMINICK A. MAZZAGETTI
HERBERT FRANKLIN MOORE
♦ HOWARD SCHACHTER

* CERTIFIED CIVIL TRIAL ATTORNEY
△ ALSO ADMITTED IN DC
♦ ALSO ADMITTED IN NY
□ ALSO ADMITTED IN PA

December 2, 1998

VIA FEDERAL EXPRESS

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

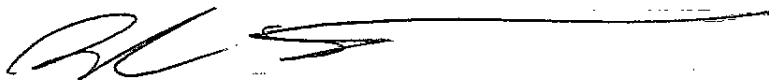
Attention: Ms. Louise Jackson

Re: AB Interim Bank

Dear Ms. Jackson:

As we discussed this afternoon, enclosed please find check payable to Florida Secretary of State in the amount of \$61.00 to pay the additional filing fees in connection with the merger of AB Interim Bank and Admiralty Bank. Please do not hesitate to call me with any questions which you may have or if I may be of further assistance.

Very truly yours,



ROBERT A. SCHWARTZ

For the Firm

Direct E-mail: RAS@jmmps.com

RAS:aj
enclosure

RAS\7082-004\10398



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

FILED
98 DEC -1 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on August 3, 1998, to merge Admiralty Bank, Palm Beach Gardens, Palm Beach County, Florida, and AB Interim Bank, Palm Beach Gardens, Palm Beach County, Florida, (a Successor Institution), and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement and Plan of Merger", which contains the Articles of Incorporation of Admiralty Bank (the resulting bank), so that effective on December, 1998, they shall read as stated herein.

Signed on this 30th day of
November, 1998.


Comptroller

PLAN OF MERGER AND MERGER AGREEMENT

AB INTERIM BANK

with and into

ADMIRALTY BANK

under the charter of

ADMIRALTY BANK

under the title of

ADMIRALTY BANK
(Resulting Financial Institution)

RECEIVED
DIVISION OF BANKING
Bureau of Licensing & Chartering
F/U _____ FILE _____ DOGI _____

JUN 18 1998

RT. _____ CY. _____

FILED
98 DEC -1 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER AND MERGER AGREEMENT, dated as of April 29, 1998 (this "Agreement"), is by and between **AB INTERIM BANK**, (hereinafter referred to as "AB") a successor institution organized under the laws of the State of Florida, with its main office located at 4400 PGA Boulevard, Suite 200, Palm Beach Gardens, County of Palm Beach, in the State of Florida, with Total Capital Accounts of \$1,000, divided into 100 shares of Capital Stock, each with \$1.00 par value, and **ADMIRALTY BANK** (hereinafter referred to as "Admiralty"), a financial institution organized under the laws of the State of Florida, with its main office located at 4400 PGA Boulevard, Suite 200, Palm Beach Gardens, County of Palm Beach, in the State of Florida and branch offices located in Juno Beach and Jupiter, Florida with Total Capital Accounts of \$4,622,519, divided into 1,835,000 shares of Capital Stock, each with \$1.00 par value, Surplus of \$6,698,844, Undivided Profits of (\$3,918,949), and a net unrealizable gain on

securities available for sale of \$7,624 as of December 31, 1997, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes, witnesseth as follows:

SECTION 1.

AB INTERIM BANK shall be merged into ADMIRALTY BANK under the charter of ADMIRALTY BANK.

SECTION 2.

The name of the Resulting Financial Institution shall be "Admiralty Bank." The Resulting Financial Institution will not exercise trust powers.

SECTION 3.

The business of the Resulting Financial Institution shall be that of a general commercial banking business. The business shall be conducted by the Resulting Financial Institution at its main office which shall be located at 4400 PGA Boulevard, Suite 200, Palm Beach Gardens, and at each existing branch office as follows: Juno Beach, Florida and Jupiter, Florida.

SECTION 4.

The amount of Total Capital Accounts of the Resulting Financial Institution shall be \$4,280,051 divided into 1,835,000 shares of Capital Stock, each with \$1.00 par value, and at the time the merger shall become effective, the Resulting Financial Institution shall have a Surplus of \$6,430,000, Undivided Profits or Retained Earnings of (\$3,918,949), and a net unrealized gain on securities available for sale of \$7,624, which when combined with the capital stock and surplus will equal to the combined total capital accounts of all of the merging or constituent

financial institutions as stated in the preamble of this agreement, adjusted, however, for normal earnings expenses and dividends paid, if any between December 31, 1997, and the effective time of the merger (the "Closing"), and for cash payments as set forth under Section 7 of this agreement.

SECTION 5.

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

SECTION 6.

At the effective time of the merger, Admiralty shall have on hand acceptable assets having a book value of at least \$4,622,000, over and above its liability to its creditors adjusted, however, for normal earnings, expenses and dividends paid, if any between December 31, 1997, and the effective time of the merger, and for allowance of cash payments, if any, pursuant to Section 7 of this agreement.

SECTION 7.

All presently outstanding shares of the capital stock of AB, which are currently held by Admiralty Bancorp, Inc., shall be converted into shares of the Resulting Financial Institution. All shares of Admiralty currently held by shareholders other than Admiralty Bancorp, Inc. shall

be converted into the right to receive a cash payment equal to 1.85 times Admiralty's Book Value Per Share (as defined below) (the "Consideration").

The "Book Value Per Share" shall be determined by taking the Shareholder's Equity (as defined below) of Admiralty, as of March 31, 1998, and dividing such amount by the number of shares of Admiralty Common Stock outstanding as of the consummation of the merger. For purposes of this Section 7, "Shareholder's Equity" of Admiralty shall be calculated, in accordance with generally accepted accounting principles, consistently applied and including all normal recurring adjustments.

SECTION 8.

Shareholders of Admiralty shall have the rights of dissenting shareholder as provided under Section 658.44, Florida Statutes. The value of such shares of Admiralty held by such dissenting shareholders be determined in accordance with Section 658.44, Florida Statutes.

SECTION 9.

Neither of the financial institutions shall declare or pay any dividend to its shareholders between the date of this agreement and the time at which the merger shall become effective, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value, without the prior written consent of the other party.

SECTION 10.

The persons serving as the Board of Directors and executive officers of Admiralty upon consummation of the merger shall continue to serve as the Board of Directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

SECTION 11.

This agreement may be terminated by the unilateral action of the Board of Directors of any constituent financial institution prior to the approval of the stockholders of said constituent financial institution or by the mutual consent of the Board of all constituent financial institutions after the shareholders of the constituent financial institution have ratified this agreement and approved the merger. Since time is of the essence to this agreement, if for any reason the transaction shall not have been consummated by April 30, 1998, this agreement shall terminate automatically as of that date unless extended in writing prior to said date by mutual action of the Boards of Directors of the constituent financial institutions.

SECTION 12.

This agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the financial institutions 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 a Certificate to be issued by the Comptroller of Florida, pursuant to 658.45, Florida Statutes, under the seal of his office, approving the merger.

SECTION 13.

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

- (a) The Florida Department of Banking and finance shall have approved this Agreement to Merge and shall have issued all other necessary authorizations and approvals for the merger, including a Certificate of Merger.


(b) The appropriate federal regulatory agency(ies) shall have approved the merger and shall have issued all other necessary authorizations and approvals for the merger, and any statutory waiting period shall have expired.

SECTION 14.


Effective as of the time this merger shall become effective as specified in the "Certificate of Merger" to be issued by the Comptroller of Florida, the Articles of Incorporation of the Resulting Financial Institution shall remain unchanged, a copy of which are attached hereto as Exhibit A.

WITNESS the signatures and seals of said constituent financial institutions this 29 day of April, 1998, each hereunto set by its President or a Vice President and attested by its Secretary or Assistant Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Boards of Directors.

Attest:


RICHARD P. ROSA
Secretary

AB INTERIM BANK


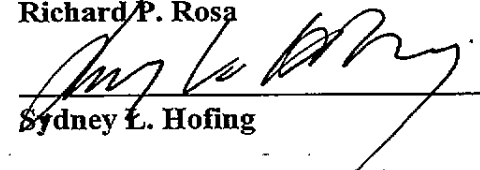
By: 
BRUCE A. MAHON
Chairman of the Board

Directors of AB Interim Bank:


Bruce A. Mahon


Michael E. Golden


Peter L.A. Pantages


Richard P. Rosa

Sydney L. Hofing

Attest:

(Assistant) Secretary

ADMIRALTY BANK

By: James Semrad
JAMES SEMRAD
President

Directors of Admiralty Bank:

Bruce A. Mahon
Bruce A. Mahon

Thomas L. Gray, Jr.
Thomas L. Gray, Jr.

Michael E. Golden
Michael E. Golden

Craig A. Spencer
Craig A. Spencer

Leslie E. Goodman
Leslie E. Goodman

George R. Zoffinger
George R. Zoffinger

James Semrad
James Semrad

Mark A. Wolters
Mark A. Wolters

Richard P. Rosa
Richard P. Rosa


Peter L.A. Pantages
Peter L.A. Pantages

Sidney L. Hofing
Sidney L. Hofing

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

The foregoing instrument was acknowledged before me this 5th day of May, 1998 by **Craig A. Spencer** who is personally known to me and who did not take an oath.

SEAL



Notary Public
State of Pennsylvania, County of Philadelphia
My Commission Expires October 16, 1999

NOTARIAL SEAL CAROLYN Z. BISAZZA, Notary Public City of Philadelphia, Phila. County My Commission Expires Oct. 16, 1999
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**RESTATED ARTICLES OF INCORPORATION
OF
ADMIRALTY BANK**

The undersigned, for the purpose of restating its Articles of Incorporation pursuant to the Florida Business Corporation Act, hereby restates its Articles of Incorporation as follows:

Article I

The name of the corporation shall be ADMIRALTY BANK and its place of business shall be at 4400 PGA Boulevard, Suite 200, Palm Beach Gardens, Florida, 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 banking business with all the rights, powers and privileges granted and conferred by the Florida Banking Code, regulating the obligations, powers and management of banking corporations.

Article III

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article IV

The term for said corporation shall be perpetual unless terminated pursuant to the Florida Banking Code.

Article V

The number of directors shall not be fewer than five (5) and shall be determined by the Board of Directors, from time to time, in the manner provided in the Bylaws. A majority of the full Board of Directors may, at any time during the year following the annual meeting of

shareholders in which such action has been authorized, increase the number of directors by not more than two (2) and appoint persons to fill the resulting vacancies.

Article VI

The provisions of the Florida Business Corporation Act relating to control-share acquisitions, Fla. Stat. §607.0902 and any successor statute, shall not be applicable to this corporation.

IN WITNESS of the foregoing, the undersigned has executed these Restated Articles of Incorporation this 17 day of August, 1998.

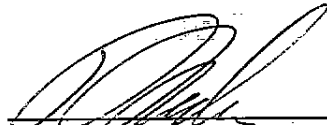


Bruce A. Mahon
Chairman of the Board of Directors

CERTIFICATE OF ADMIRALTY BANK

The undersigned, being the Chairman of the Board of Directors of Admiralty Bank, hereby certifies that the attached Restated Articles of Incorporation of Admiralty Bank were adopted by the Board of Directors of Admiralty Bank and further certifies that the Restated Articles of Incorporation do not contain any amendments requiring shareholder approval pursuant to the Florida Business Corporation Act.

Dated: August 17, 1998



Bruce A. Mahon
Chairman of the Board of Directors

JOINT CERTIFICATION

The undersigned, the duly acting secretary of both Admiralty Bank and AB Interim Bank, hereby certifies to the Office of Comptroller, Department of Banking and Finance of the State of Florida, as follows:

1. By written consent, Admiralty Bancorp, Inc., the sole shareholder of AB Interim Bank, approved the proposed merger of AB Interim Bank with and into Admiralty Bank.
2. By written consent, shareholders of Admiralty Bank owning in excess of 95% of outstanding common stock of Admiralty Bank approved the proposed merger of AB Interim Bank with and into Admiralty Bank.
3. One shareholder, Mr. George T. Kelly, IV and his associated interests, provided the Bank with notice of their intention to exercise their rights of dissent. The Kelly interests own approximately 325 shares of Admiralty Bank common stock. The Bank is currently in discussions with the Kelly interests regarding the resolution of this issue.

IN WITNESS WHEREOF, I have executed this certificate as of 30th day of October, 1998.

Wend Kellogg