



J84825

Inter-Office  
Communication

Comptroller of Florida  
Division of Banking

DATE: June 8, 1999

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

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Merger of South Florida Bank and Fifth Third Bank, Florida

Please file the attached "Merger Agreement" for the above-referenced institutions, using the close of business June 11, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking  
Office of Licensing and Chartering  
101 East Gaines Street  
Tallahassee, Florida 32399-0350
- (2) One copy to: John P. Greeley, Esquire  
Smith, MacKinnon, Greeley, Bowdoin & Edwards, P.A.  
Citrus Center, Suite 800  
255 South Orange Avenue  
Orlando, Florida 32801
- (3) Three copies to: Ann M. Blase  
Paralegal  
Fifth Third Bank  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

800002898048--2  
-06/08/99--01001--018  
\*\*\*\*133.75 \*\*\*\*133.75

Also attached is a \$133.75 check which represents payment of the applicable fees. If you have any questions, please call me at 410-9527.

JAP:bms

cc: Bureau of Financial Institutions - District II

EFFECTIVE DATE  
6-11-99

Merger  
LFF 6-10-99

FILED  
99 JUN -8 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTH FLORIDA BANK, a Florida corporation (Charter #J82993)

INTO

**FIFTH THIRD BANK, FLORIDA**, a Florida corporation, J84825

File date: June 8, 1999, effective June 11, 1999

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

FILED  
99 JUN -8 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having given my approval on May 21, 1999, to merge South Florida Bank, Fort Myers, Lee County, Florida, into Fifth Third Bank, Florida, Naples, Collier County, Florida, 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 Fifth Third Bank, Florida (the resulting bank), so that effective on June 11, 1999, they shall read as stated herein.

Signed on this 3rd day of June, 1999.

  
Comptroller

**PLAN OF MERGER  
AND MERGER AGREEMENT**

**OF**

**SOUTH FLORIDA BANK  
(a Florida Banking Corporation)  
Ft. Myers, Lee County, Florida**

**with and into**

**FIFTH THIRD BANK, FLORIDA  
(a Florida Banking Corporation)  
Naples, Collier County, Florida**

**under the name**

**FIFTH THIRD BANK , FLORIDA**

**Dated May 28, 1999  
and effective as of June 11, 1999**

EFFECTIVE DATE  
6-11-99

FILED

PLAN OF MERGER  
AND  
MERGER AGREEMENT  
OF

99 JUN -8 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SOUTH FLORIDA BANK**  
(a Florida Banking Corporation)

with and into

**FIFTH THIRD BANK, FLORIDA**  
(a Florida Banking Corporation)

under the name

**FIFTH THIRD BANK, FLORIDA**

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Merger Agreement") dated May 28, 1999 and effective as of June 11, 1999, between **SOUTH FLORIDA BANK**, Ft. Myers, Lee County, Florida, a Florida Banking Corporation (hereinafter called "South Florida"), and **FIFTH THIRD BANK, FLORIDA**, Naples, Collier County, Florida, a Florida Banking Corporation (hereinafter sometimes called the "Surviving Corporation" or "Fifth Third"), Fifth Third and South Florida being hereinafter sometimes collectively called the "Constituent Corporations";

WITNESSETH:

WHEREAS, the Constituent Corporations deem it advisable for their benefit respectively, and for the benefit of their respective sole shareholders, that South Florida merge into Fifth Third pursuant to this Agreement and the applicable provisions of the laws of the United States and the State of Florida;

NOW, THEREFORE, the Constituent Corporations hereby agree each with the other, in accordance with the applicable provisions of the laws of the State of Florida, that South Florida shall merge into Fifth Third with Fifth Third as the Surviving Corporation and that the terms and conditions of such merger (the "Merger") hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

ARTICLE I

JURISDICTIONS

The jurisdictions under the laws of which each of the Constituent Corporations exists are as follows: Fifth Third is a banking corporation which exists under the laws of the State of Florida and South Florida is a banking corporation which exists under the laws of the State of Florida.

## ARTICLE II

### THE MERGER

When this Agreement shall have been approved and adopted and shall have been filed and recorded (if necessary) along with other necessary documents in accordance with the laws of the State of Florida, and the Merger becomes effective, the separate existence of South Florida shall cease and South Florida shall be merged into Fifth Third which will be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Florida under the name "Fifth Third Bank, Florida."

- (i) Fifth Third will maintain its principal place of business at:

4099 Tamiami Trail North, Naples, Florida 34101-3021

- (ii) The current locations of Fifth Third branches are as follows:

4099 Tamiami Trail North  
Naples, Florida 34101-3021  
(main office as set forth above)

5076 Airport-Pulling Road North  
Naples, Florida 34105-2415

8801 Tamiami Trail East  
Naples, Florida 34113-3347

9000 Bonita Beach Road  
Bonita Springs, Florida 34135-4212

5636 Tavilla Circle  
Naples, Florida 34110

- (iii) The current locations of South Florida branches which will become branches of the Surviving Corporation at the time of the Merger are as follows:

2017 McGregor Blvd.  
Ft. Myers, Florida 33901

1500 Colonial Blvd.  
Ft. Myers, Florida 33919

13391 Metro Pkwy.  
Ft. Myers, Florida 33912

15280 McGregor Blvd.  
Ft. Myers, Florida 33908

## ARTICLE III

### ARTICLES OF INCORPORATION

The Articles of Incorporation, as amended, of Fifth Third (survivor by merger of South Florida into Fifth Third) shall be the Articles of Incorporation of the Surviving Corporation, until further amended as provided by law. A copy of which has been attached hereto as Exhibit A

## ARTICLE IV

### DIRECTORS AND OFFICERS

- A. The Directors of Fifth Third who are in office at the time the Merger becomes effective shall become the Directors of the Surviving Corporation, subject to the Regulations of the Surviving Corporation and in accordance with law.

The names and addresses of the Directors of the Surviving Corporation shall be:

William Wallace Abbott  
6923 Greentree Drive  
Naples, Florida 34108

Michael K. Keating  
2958 Alpine Terrace  
Cincinnati, Ohio 45208

Louis R. Fiore  
2920 Pony Lane  
Sarasota, Florida 34232

Colleen M. Kvetko  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Donald F. Garrett  
821 Buttonbush Lane  
Naples, Florida 34108

Donald I. Lowry  
Carriage Club  
2011 Gulf Shore Boulevard, North  
Naples, Florida 34102

Frances D. Green  
3111 Green Dolphin Lane  
Naples, Florida 34102

Michael C. Nordberg  
362 Pinehurst Circle  
Naples, Florida 34113

Nancy H. Gunter  
3100 Gulf Shore Boulevard North #104  
Naples, Florida 34103

Duane J. Tabor  
437 Rosemeade Lane  
Naples, Florida 34113

- B. The names of the executive officers of the Surviving Corporation are as follows:

Colleen M. Kvetko  
President & Chief Executive Officer  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Gary B. Brown  
Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

William P. Valenti  
Senior Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Edward E. Guest  
Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Lee W. Peacock  
Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Susan M. Rogge  
Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

Charles N. Reeves  
Vice President  
Fifth Third Bank, Florida  
4099 Tamiami Trail North  
Naples, Florida 34101-3021

## **ARTICLE V**

### **REGULATIONS**

The Bylaws of Fifth Third at the time the Merger becomes effective shall be the Bylaws of the Surviving Corporation, until amended as provided therein and in accordance with law.

## **ARTICLE VI**

### **SERVICE OF PROCESS**

The names and addresses of the statutory agents of each of the Constituent Corporations and the Surviving Corporation upon whom any process, notice or demand may be served are as follows: the statutory agent for Fifth Third, one of the Constituent Corporations and the Surviving Corporation, is Colleen M. Kvetko, 4099 Tamiami Trail North, P.O. Box 413021, Naples, Florida 34101-3021; the statutory agent for South Florida, one of the Constituent Corporations is William P. Valenti, 2017 McGregor Blvd., Ft. Myers, Florida 33901.

## **ARTICLE VII**

### **MODE OF EFFECTUATING CONVERSION OF SHARES**

1. At the time the Merger becomes effective:

(a) All of the 15,000 shares of the Common Stock \$100.00 par value per share of Fifth Third that are issued and outstanding or held by Fifth Third Bancorp ("Bancorp") as treasury shares immediately prior to the time the Merger becomes effective will remain unchanged and will remain outstanding or as treasury shares, as the case may be, when the Merger becomes effective as shares of the Common Stock \$100.00 par value per share of the Surviving Corporation. No additional shares of common stock of Fifth Third will be issued.



(b) All of the 796,475 shares of the Capital Stock, \$5.50 par value per share, of South Florida that is issued and outstanding immediately prior to the time the Merger becomes effective will, when the Merger becomes effective, be canceled and extinguished and all the holders of such shares shall receive no shares of the Surviving Corporation nor any other consideration therefor. From and after the time the Merger becomes effective, each holder of a certificate or certificates theretofore representing shares of capital stock of South Florida shall surrender such certificate or certificates to the Surviving Corporation for cancellation.

## **ARTICLE VIII**

### **VESTING OF PROPERTIES AND OTHER MATTERS**

1. At the time the Merger becomes effective, the effect shall be as provided by the applicable provisions of the laws of Florida. Without limiting the generality of the foregoing, and subject thereto, at the time the Merger becomes effective: the separate existence of South Florida shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations owing by or due each of the Constituent Corporations, shall be vested in, and become the obligations of, the Surviving Corporation, without further act or deed, including, without limitation, any liability to dissenting shareholders under Florida law; and all rights of creditors of each Constituent Corporation shall be preserved unimpaired, and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired, on only the property affected by such liens immediately prior to the time the Merger becomes effective.

2. From time to time as and when requested by the Surviving Corporation, or by its successors or assigns, the officers and Directors of South Florida in office at the time the Merger becomes effective shall execute and deliver such instruments and shall take or cause to be taken such further or other action as shall be necessary in order to vest or perfect in the Surviving Corporation or to confirm of record or otherwise, title to, and possession of, all the assets, property, interests, rights, privileges, immunities, powers, franchises and authority of South Florida and otherwise to carry out the purposes of this Agreement.

3. At the time the Merger becomes effective, the location of the home office of the Surviving Corporation shall be 4099 Tamiami Trail North, Naples, Florida 34101-3021.

4. At the time the Merger becomes effective, the Surviving Corporation will have trust powers.

5. On March 31, 1999, Fifth Third has 15,000 shares of Common Stock, \$100.00 par value per share outstanding, \$9,472,000 of surplus fund and \$4,609,000 in retained earnings.

6. On March 31, 1999, South Florida had 796,475 shares of Capital Stock, \$5.50 per value per share outstanding, \$5,419,191 of surplus fund and (\$821,015) in retained deficit.

7. This Merger Agreement is subject to the approval of the Florida Department of Banking and Finance.

## **ARTICLE IX**

### **APPROVAL AND ADOPTION BY DIRECTORS AND SHAREHOLDERS;**

#### **EFFECTIVE TIME**

1. Fifth Third, the Surviving Corporation, represents and warrants that Fifth Third Bancorp, the sole shareholder of Fifth Third, has by resolution adopted by it, approved this Merger Agreement.
2. South Florida, one of the Constituent Corporations, represents and warrants that South Florida Bank Holding Corporation, the sole shareholder of South Florida, has by resolution adopted by it, approved this Merger Agreement.
3. This Agreement shall, if required, be filed and recorded along with a Certificate of Merger in accordance with the requirements of the laws of the State of Florida, and subject to the approval of the Florida Department of Banking and Finance, shall become effective on the date set forth in the Certificate of Merger issued by the Florida Department of Banking and Finance with respect to the Merger.

## **ARTICLE X**

### **REPRESENTATIONS AND AGREEMENT OF SURVIVING CORPORATION**

1. The Surviving Corporation agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of South Florida, one of the Constituent Corporations, and in any proceeding for the enforcement of the rights of a dissenting shareholder of South Florida against the Surviving Corporation.
2. The Surviving Corporation, irrevocable appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding referred to in paragraph 1 of this Article X. The address of the Surviving Corporation to which a copy of such process should be mailed by the Secretary of State is set forth in Article II of this Agreement.
3. The Surviving Corporation agrees that it will promptly pay to any dissenting shareholders of South Florida, one of the Constituent Corporations, the amount, if any, to which they shall be entitled under the provisions of applicable state law with respect to the rights of dissenting shareholders.

## **ARTICLE XI**

### **AMENDMENT; TERMINATION; ASSIGNMENT**

1. At any time prior to the time the Merger becomes effective, the Constituent Corporations may, from time to time, amend this Merger Agreement by mutual agreement authorized by their respective Boards of Directors or Executive Committees (and whether before or after the shareholders of South Florida or Fifth Third have approved and adopted this Merger Agreement) to facilitate the performance thereof, to augment the intention of the parties in carrying out the transactions provided for herein, to clarify any ambiguities herein or to comply with any applicable regulation, order or requirement of any governmental authority.

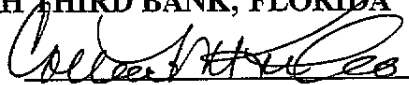
2. This Merger Agreement may be terminated by the parties hereto prior to the time it becomes effective under the circumstances provided in, and strictly in accordance with the provisions of Section VIII of the Affiliation Agreement, dated October 22, 1998, by and between Fifth Third Bancorp, the parent company of Fifth Third and South Florida Bank Holding Corporation, the parent company of South Florida.

3. This Merger Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns but none of the provisions hereof shall inure to the benefit of any other person, firm or corporation whomsoever. Neither this Merger Agreement nor any of the rights, interests or obligations hereunder shall be assigned or transferred by operation of law or otherwise by either of the parties hereto without the prior written consent of the other party.

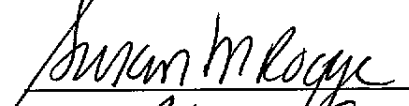
4. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original for all purposes but such counterparts taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.


**FIFTH THIRD BANK, FLORIDA**

By:   
Colleen M. Kvetko  
President and Chief Executive Officer

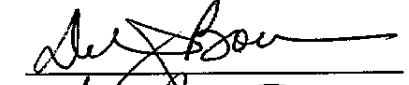
Witness:

By:   
Its: VICE PRESIDENT & CONTROLLER

**SOUTH FLORIDA BANK**

By:   
William P. Valenti  
Its: PRESIDENT & CEO

Witness:

By:   
Its: Vicki Burras

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF FIFTH THIRD BANK OF FLORIDA**

**Article I**

The name of the corporation shall be Fifth Third Bank of Florida, and its initial principal place of business shall be at 4099 Tamiami Trail North, Naples, Collier County, State of Florida.

**Article II**

The general nature of the business to be transacted by the corporation shall be:

That of a general commercial banking and trust business with all rights, powers and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers and management of a banking and trust corporation.

**Article III**

The total number of shares authorized to be issued by the corporation shall be fifteen thousand (15,000). Such shares shall be of a single class and shall have a par value of One Hundred Dollars (\$100.00) per share. On the effective date of these Amended and Restated Articles of Incorporation, the corporation shall have at least \$1,500,000 in paid-in capital stock to be divided into 15,000 shares. The amount of surplus will be not less than \$8,331,000 and the undivided profits not less than \$32,000.

**Article IV**

The term for which the corporation shall exist 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 the names and address of the directors shall be as follows:

William Wallace Abbott  
6923 Greentree Drive  
Naples, Florida 33963

Nancy H. Gunter  
633 Serendipity Drive  
Naples, Florida 33963

Louis R. Fiore  
2920 Pony Lane  
Sarasota, Florida 34232

Michael K. Keating  
2958 Alpine Terrace  
Cincinnati, Ohio 45208

Colleen M. Kvetko  
Fifth Third Trust Co. & Savings Bank  
4099 Tamiami Trail North  
P.O. Box 413021  
Naples, Florida 33941-3021

Duane J. Tabor  
437 Rosemeade Lane  
Naples, Florida 33999

Donald I Lowry  
Carriage Club  
2011 Gulf Shore Boulevard, North  
Naples, Florida 33940

Michael C. Nordberg  
362 Pinehurst Circle  
Naples Florida 33962

RECEIVED  
98 NOV 24 PM 3:56  
WORKSHEET FOR  
CASHIER'S OFFICE AMENDMENT OF

FILED  
98 DEC 23 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Fifth Third Bank of Florida

The undersigned officers of Fifth Third Bank of Florida,  
Florida do hereby certify that the Board of Directors of said  
financial institution approved and proposed to the shareholders  
thereof, amendment to Article 1 of the Articles of Incorporation as  
set out herein, and that thereafter on the 2nd day of November,  
A.D. 1998, ~~by a written consent without a meeting pursuant to Section 607.0704~~  
~~at a special meeting of the shareholders called and held~~  
~~Florida Statutes,~~  
~~in compliance with Section 607.1006, Florida Statutes, and with the~~  
Articles of Incorporation and bylaws of said corporation, ~~at its office~~  
~~in Tallahassee, Florida, at which meeting the holders of~~  
~~a majority of the outstanding capital stock were present.~~ There is  
only one class of stock, and a majority, which was sufficient for  
approval, approved the amendment changing the name of the corporation  
to Fifth Third Bank, Florida  
and amending Article 1 of the Articles of Incorporation so that  
of State  
effective ~~date of filing with Sect.~~ in lieu of its present language it  
shall read:

Article 1

The name of the corporation shall be: Fifth Third Bank, Florida  
\_\_\_\_\_ and its place of business, now known as its  
initial place of business, shall be 4099 Tamiami Trail North  
\_\_\_\_\_ in the City of Naples  
\_\_\_\_\_ in the County of Collier, and the State of Florida.

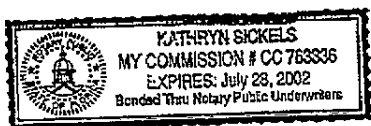
(Corporate Seal)

Colleen M. Kvetko  
President, Colleen M. Kvetko

Sharon M. Rapp  
Cashier

STATE OF FLORIDA  
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 19th  
day of November, A.D. 1998.



Kathryn Sickels  
Notary Public -- State of Florida at  
Large - My Commission Expires: July 28, 2002

Approved by the Department of Banking and Finance this 11th  
day of December, 1998.

Robert F. Milligan  
ROBERT F. MILLIGAN  
Comptroller of Florida

**WRITTEN CONSENT  
OF  
THE SOLE SHAREHOLDER  
OF  
SOUTH FLORIDA BANK**

The undersigned, constituting the sole shareholder of South Florida Bank, pursuant to the provisions of the Florida Financial Institutions Codes and the Florida Business Corporation Act, does hereby take the following action and adopts the following resolutions as if such action was taken and such resolutions were adopted at a duly called and duly held meeting of the shareholders of South Florida Bank:

RESOLVED, that the Plan of Merger and Merger Agreement between Fifth Third Bank, Florida and South Florida Bank is hereby authorized, adopted and approved; and it is

FURTHER RESOLVED, that each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto; and

BE IT FURTHER RESOLVED, that the proper officers be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Bank, to make all such arrangements, to do and perform all such acts and things, and 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 resolutions.

IN WITNESS WHEREOF, South Florida Bank Holding Corporation, the sole shareholder of South Florida Bank, has hereunto signed this Written Consent as of May 25, 1999.

SOUTH FLORIDA BANK HOLDING CORPORATION

By: 

William P. Valenti

President and Chief Executive Officer



**RESOLUTION OF THE SOLE SHAREHOLDER OF  
FIFTH THIRD BANK, FLORIDA**

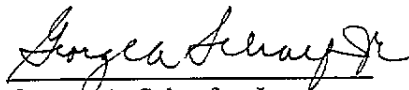
The undersigned, being the sole shareholder of Fifth Third Bank, Florida (the "Corporation"), hereby waives notice of time, place and purpose of this meeting of shareholders and adopts the following by written consent without a meeting pursuant to Section 607.0704 of the Florida Statutes:

**BE IT RESOLVED THAT:**

1. The merger of South Florida Bank with and into this Corporation (the "Merger") be, and it hereby is, adopted, approved, ratified and confirmed.
2. This Corporation hereby adopts, approves, ratifies and confirms the Affiliation Agreement and its Appendices by and between South Florida Bank Holding Corporation and Fifth Third Bancorp (the "Agreement") to the extent any terms and conditions of the Agreement require performance on the part of this Corporation.
3. The President, any Vice President, the Secretary, Assistant Secretary or Treasurer of this Corporation be, and they are, authorized, empowered and directed to execute and file the requisite applications with the appropriate bank regulatory agencies necessary to obtain prior approval of the Merger, which regulatory agencies include, but are not limited to, the Florida Department of Banking, the Board of Governors of the Federal Reserve and the Federal Deposit Insurance Corporation. The prior actions of the officers of this Corporation in carrying out the above be, and are hereby, adopted, approved, ratified and confirmed.
4. The proper officers of this Corporation be, and they are hereby, authorized, empowered and directed to take any and all actions, execute any and all documents, and make any and all payments, which are necessary or desirable, in their discretion, to give effect to the foregoing Resolutions, including, without limitation, obtaining the approval of the Merger from all appropriate regulatory agencies.

IN WITNESS WHEREOF, the undersigned, the sole shareholder of the Corporation, duly adopts these resolutions on the 4th day of June, 1999.

FIFTH THIRD BANCORP



George A. Schaefer, Jr.  
President and Chief Executive Officer