

CURS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

K23971

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12/28/99

300003081583--8
-12/28/99--01030--022
*****70.00 *****70.00

REF. #: 0150. 9715

CORP. NAME: Union Planters Realty, Inc. into
Union Planters Bank, N.A.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 70.8

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

Examiner's Initials _____

Merger

☒ PLAIN STAMPED COPY

V. SHEPARD DEC 29 1999

FILED
99 DEC 28 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 DEC 28 AM 10:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNION PLANTERS REALTY, INC., a Florida corporation, K23971

INTO

UNION PLANTERS BANK, N.A., corporation not qualified in Florida.

File date: December 28, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

OF

UNION PLANTERS REALTY, INC., a Florida corporation

INTO

UNION PLANTERS BANK, N.A., a national banking association

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, UNION PLANTERS BANK, N.A., a national banking association ("UP Bank"), and UNION PLANTERS REALTY, INC., a Florida corporation and 100% owned subsidiary of UP Bank ("UP Realty"), adopt the following Articles of Merger for the purpose of merging UP Realty with and into UP Bank.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between UP Bank and UP Realty was adopted by the Board of Directors of UP Bank on December 21, 1999. Pursuant to Section 607.1104(1)(a), shareholder approval was not required for the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 21st day of December, 1999.

UNION PLANTERS REALTY, INC., a Florida corporation

By: Roy D. Tanis
Roy D. Tanis, President

UNION PLANTERS BANK, N.A.

By: Roy D. Tanis
Roy D. Tanis, Senior Vice President

FILED
99 DEC 28 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 21, 1999, between UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty"), and UNION PLANTERS BANK, N.A., a national banking association ("UP Bank" or the "Surviving Corporation").

WHEREAS, UP Bank and UP Realty desire to effect the statutory merger of UP Realty with and into UP Bank, with UP Bank to survive such merger.

1. **Constituent Corporations.** UP Bank and UP Realty shall be parties to the merger (the "Merger") of UP Realty with and into UP Bank.

2. **Terms and Conditions of Merger.** UP Realty (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Bank, which shall continue to exist pursuant to the banking laws of the United State of America. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Realty issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Bank shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Bank as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Articles of Incorporation of UP Bank as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of UP Bank as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of UP Bank in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Bank are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

UNION PLANTERS BANK, N.A.

By: Roy D. Tanis
Roy D. Tanis, Senior Vice President

UNION PLANTERS REALTY, INC.

By: Roy D. Tanis
Roy D. Tanis, President