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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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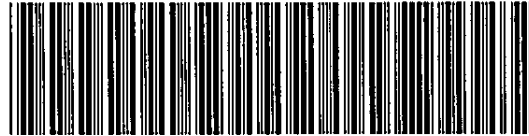
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/09/14--01010--003 **300.00

FILED
14 DEC -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: December 5, 2014

TO: Lynn Schoffstall, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Matthew Kirchharr, Division of Financial Institutions

SUBJECT: Establish Coral Gables Interim Bank, Merger of Coral Gables Interim Bank into Bank of Coral Gables, LLC and the Merger of Bank of Coral Gables, LLC into First American Bank

Please file the attached "Articles of Incorporation" for Coral Gables Interim Bank (an original and 1 copy) and "Articles of Merger" (an original and 1 copy) for the merger of Coral Gables Interim Bank into Bank of Coral Gables, using 4:00 PM on December 5, 2014, as the effective time and date for the merger. Subsequently, please file the "Articles of Merger" (an original and 1 copy) for the merger of the Bank of Coral Gables into First American Bank.

Please file the documents in the following order:

1. File the Articles of Incorporation for Coral Gables Interim Bank
2. File the Articles of Merger for the merger of Coral Gables Interim Bank into Bank of Coral Gables, LLC to be effective at 4:00 PM.
3. File the Articles of Merger for the merger of Bank of Coral Gables, LLC into First American Bank.

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

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (1) One copy to: Mr. Dennis R. Wendte, Partner
Barrack, Ferrazzano, et. Al.
200 W. Madison Street, Ste. 3900
Chicago, IL 60606

Attached are checks in the amount of \$120.00, \$97.50, and \$83.50 which represent payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call Dennis R. Wendte, Esquire at (312) 984-3100.

Attachments

FILED
14 DEC -5 PM 4:00
TALLAHASSEE
SECRETARY OF STATE

14 DEC -5 PM 3:31
DIVISION OF CORPORATIONS

BARACK FERRAZZANO

Financial Institutions Group

Cindy C. Wang | Paralegal | T. 312.984.3225 | cindy.wang@bfkn.com

December 4, 2014

VIA OVERNIGHT DELIVERY

Mr. Matthew Kirchharr
Financial Control Analyst
Florida Office of Financial Regulation
200 E. Gaines Street
Fletcher Building, Suite 614
Tallahassee, Florida 32399-0370

FILED
14 DEC -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Application for Approval to Merge**
Bank of Coral Gables LLC, Coral Gables, Florida
Coral Gables Interim Bank, Coral Gables, Florida

Dear Mr. Kirchharr:

As we discussed in connection with the proposed merger of Coral Gables Interim Bank, Coral Gables, Florida (the "**Interim Bank**"), with and into Bank of Coral Gables LLC, Coral Gables, Florida ("**BCG**"), and the merger of BCG with and into First American Bank, Elk Grove Village, Illinois ("**FAB**"), enclosed are two originals and one copy of each of the following documents:

1. Articles of Incorporation of the Interim Bank;
2. Articles of Merger of the Interim Bank and BCG; and
3. Articles of Merger of BCG and FAB.

We understand that you will file the enclosed documents with the Florida Secretary of State in the order listed above. Also enclosed are three checks made payable to the Florida Secretary of State in the amounts of \$97.50 (filing fee for Articles of Incorporation for the Interim Bank, plus two certified copies), \$120 (filing fee Articles of Merger for the Interim Bank and BCG, plus two certified copies) and \$83.50 (filing fee for Articles of Merger for BCG and FAB, plus two certified copies) made payable to the Florida Secretary of State.

Barack Ferrazzano Kirschbaum & Nagelberg LLP

200 West Madison Street, Suite 3900 | Chicago, Illinois 60606 | T. 312.984.3100 | F. 312.984.3150 | bfkn.com

BARACK FERRAZZANO

Financial Institutions Group

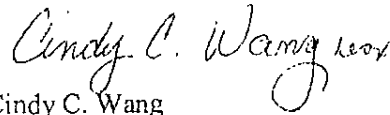
Mr. Matthew Kirchherr

December 4, 2014

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If you have any questions or need additional information, please contact the undersigned or Dennis R. Wendte at (312) 984-3188. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Cindy C. Wang".

Cindy C. Wang

Enclosures

cc: Frederick M. Snow, Esq. (w/encl.)
Dennis R. Wendte, Esq. (w/encl.)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First American Bank

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Cindy C. Wang, Financial Services Paralegal

Contact Person

Barack Ferrazzano Kirschbaum & Nagelberg LLP

Firm/Company

200 W. Madison Street, Suite 3900

Address

Chicago, Illinois 60606

City, State and Zip Code

cindy.wang@bfkn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cindy C. Wang, Financial Services Para at (312) 984-3225

Name of Contact Person

Area Code

Daytime Telephone Number

I Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
14 DEC -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FL

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
First American Bank	Illinois	State Bank
Bank of Coral Gables, LLC	Florida	LLC Bank

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
First American Bank	Illinois	State Bank

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
14 DEC -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FL 90501

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

First American Bank

700 Busse Road

Elk Grove Village, Illinois 60007

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SEVENTH: Signature(s) for Each Party:

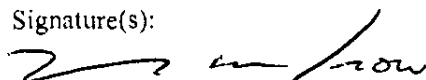
Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

First American Bank



Frederick M. Snow

Bank of Coral Gables, LLC

Daniel C. Eggland

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

FILED
14 DEC -5 PM 4:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

First American Bank

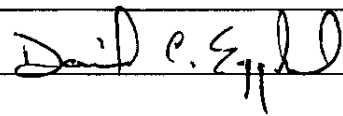
700 Busse Road

Elk Grove Village, Illinois 60007

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
First American Bank		Frederick M. Snow
Bank of Coral Gables, LLC		Daniel C. Eggland

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

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14 DEC -5 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA