

L34954

Document Number Only

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660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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CORPORATION(S) NAME

HB/SPC, Inc.

Merging with and into:

Helm Bank

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Mark

☐ Limited Partnership

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of RA  
☐ UCC

☐ LLC

☒ Certified Copy

☐ Photocopies

☐ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

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Name

12/22/98

Availability

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Verifier

Acknowledgement

W.P. Verifier

EFFECTIVE DATE

12-31-98

Merger

12-23-98

CC

FILED

98 DEC 22 PM 12:49  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HB/SPC, INC., a Florida corporation, P98000055755

INTO

**HELM BANK**, a Florida corporation, L34954

File date: December 22, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
HB/SPC, INC.,  
A FLORIDA CORPORATION  
AND  
HELM BANK,  
A FLORIDA CORPORATION**

FILED  
98 DEC 22 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), HB/SPC, Inc., a Florida corporation, and Helm Bank, a Florida corporation, adopt the following Articles of Merger for the purpose of merging HB/SPC, Inc. with and into Helm Bank (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A.
- SECOND:** The effective date of the Merger is December 31, 1998.
- THIRD:** The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Helm Bank dated as of December 31, 1998. Pursuant to Section 607.1104 of the FBCA, shareholder approval of the Plan of Merger is not required.

**IN WITNESS WHEREOF**, each of the undersigned has caused these Articles of Merger to be signed in its corporate name as of the 31st day of December, 1998.

HB/SPC, INC.  
a Florida corporation

By: 

Its: President

HELM BANK  
a Florida corporation

By: 

Its: President

**EFFECTIVE DATE**  
12-31-98

## **EXHIBIT A**

### **PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") is made and entered into as of the 31<sup>st</sup> day of December, 1998, by and between Helm Bank, a Florida corporation ("Helm") and HB/SPC, Inc., a Florida corporation ("SPC"). (Helm and SPC are together sometimes hereafter referred to as the "Constituent Corporations").

#### **I. The Merger**

##### **1.1. Manner of Merger**

Subject to the terms and conditions of this Plan, and on the Effective Time (as hereinafter defined), SPC shall be merged with and into Helm (the "Merger") with the effect that Helm shall be the surviving corporation of the Merger (the "Surviving Corporation"). The corporate existence of Helm with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger, shall be governed by the laws of the State of Florida and succeed to all rights, assets, liabilities and obligations of SPC as set forth in the Florida Business Corporation Act (the "FBCA"). The separate existence and corporate organization of SPC shall cease upon the Effective Time and thereafter the Surviving Corporation shall continue to exist under the laws of the State of Florida. The Surviving Corporation, without further act or deed, shall (i) have the purposes and shall possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger; (ii) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (iii) be liable for all of the obligations and liabilities of each of the Constituent Corporations existing immediately prior to the Effective Time. The title to any real estate or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

##### **1.2. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation**

1.2.a. The Articles of Incorporation of Helm as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the FBCA.

1.2.b. The Bylaws of Helm as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the FBCA.

1.2.c. At the Effective Time, the Board of Directors of Helm shall be the Board of Directors of the Surviving Corporation.

**1.3. The Status and Cancellation of Shares**

1.3.a. At the Effective Time, each of the following events shall be deemed to occur simultaneously; each share of SPC Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

1.3.b. At the Effective Time, the holders of certificates for shares of SPC Common Stock, par value \$.01 per share, shall cease to have any rights as shareholders of SPC.

**2. Effective Time of the Merger**

The Merger shall become effective as of the date hereof (the "Effective Time"). Each of the parties hereto hereby agrees to use its best efforts to do promptly all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it in order to consummate the Merger at such time.