

NO6000002216

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

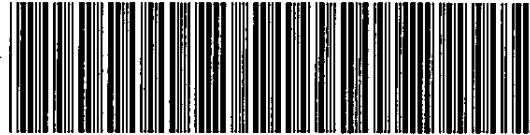
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12/27/16--01041--008 \*\*35.00

12/21/16--01020--020 \*\*131.25

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16 DEC 22 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*duo. w/ notice*

DEC 23 2016

D CUSHING



190 EAST CAPITOL STREET, SUITE 800 (39201)  
P.O. BOX 427  
JACKSON, MISSISSIPPI 39205-0427  
601-949-4900  
FAX 601-949-4804  
www.joneswalker.com

Linda S. Dale  
Certified Paralegal  
Direct Dial: 601-949-4967  
ldale@joneswalker.com

December 20, 2016

**Via FedEx – 850-245-6050**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: *Subsidiary Merger: Community First, Inc., a Florida corporation, into HMC, LLC, a Mississippi Limited Liability Company*  
*Dissolutions: Access Mortgage Corporation, a Florida corporation, and Peoples First Commercial Center Property Owners=Association, Inc., a Florida nonprofit corporation*

Dear Sir:

Enclosed for filing are an original and one copy of the following:

1. Articles of Merger providing for the merger of Community First, Inc., a Florida corporation, with and into HMC, LLC, a Mississippi limited liability company and an affiliate of the Florida corporation.
2. Articles of Dissolution for Access Mortgage Corporation; and
3. Articles of Dissolution for Peoples First Commercial Center Property Owners=Association, Inc.

Also enclosed is our check in the amount of \$131.25 which covers the \$43.75 filing fee and a certified copy for each of the above three filings. A return pre-paid FedEx envelope is included.

*Please note that the effective date is December 23, 2016.*

{JX235431.1}

JONES WALKER LLP

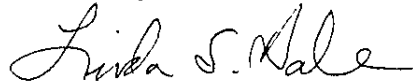
ALABAMA • ARIZONA • CALIFORNIA • DISTRICT OF COLUMBIA • FLORIDA • GEORGIA • LOUISIANA • MISSISSIPPI • NEW YORK • OHIO • TEXAS

December 20, 2016

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If anything else is needed, please call me or Craig Landrum (601-949-4973) immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Linda S. Dale".

Linda S. Dale  
Certified Paralegal

:ld  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PEOPLES FIRST COMMERCIAL CENTER PROPERTY OWNERS=ASSO

**DOCUMENT NUMBER:** N06000002216

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LINDA S. DALE

(Name of Contact Person)

JONES WALKER, LLP

(Firm/Company)

P. O. BOX 427

(Address)

JACKSON, MS 30205-0427

(City/State and Zip Code)

For further information concerning this matter, please call:

CRAIG LANDRUM

at ( 601 )

949-4973

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |   |
|--|--|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>enclosed) |
|--|--|--|---|

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

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

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TALLAHASSEE, FL 32301  
SECRETARY OF STATE

## ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
Peoples First Commercial Center Property Owners=Association, Inc.

SECOND: The document number of the corporation (if known): N06000002216

THIRD: Adoption of Dissolution  
**(COMPLETE SECTION I OR II)**

### SECTION I

**If the corporation has members entitled to vote:**

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

\_\_\_\_\_. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

### SECTION II

**If the corporation has no members or members entitled to vote on the dissolution:**

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was October 27, 2016.

The number of directors in office was 2 and the vote for resolution was 2 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: December 23, 2016  
(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: Michael M. Achary  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Michael M. Achary

(Typed or printed name of person signing)

Vice President, Secretary & Treasurer

(Title of person signing)

**Filing Fee: \$35**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Notice of Corporate Dissolution

*This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.*

*This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.*

Name of Corporation: Peoples First Commercial Center Property Owners=Association, Inc.

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.*

*Description of information that must be included in a claim:*

1. A reasonable description of the claim along with the name of the claimant and the date the claim was incurred
2. The amount of the claim at its inception and the amount of any additional amounts along with the basis of such additions.
3. A mailing address and telephone number for the person or company making the claim.

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TAL

*Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)*

Michael M. Achary

Attn: Teresa Z. Lygate

228 St. Charles Avenue, Suite 626

New Orleans, LA 70130

*A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.*

Michael M. Achary

*Printed Name of the Person Filing*

Michael M. Achary

*Signature of the Person Filing*

**Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00**

**PLAN OF DISTRIBUTION**  
**of**  
**Peoples First Commercial Center Property Owners=Association, Inc.**

Officers, directors and employees of the Company are authorized as follows:

- (a) To pay and discharge all liabilities and obligations of the Company or make adequate provisions therefor;
- (b) To return, transfer, or convey in accordance with such requirements, all assets held by the Company upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution;
- (c) To transfer or convey to a similar corporation all assets received and held by the Company subject to limitations on use; and
- (d) To distribute in accordance with the provisions of the articles or bylaws of the Company other assets, if any.

Subject to certain limitations, the Company and its sole shareholder have agreed to indemnify each other against certain liabilities.

DATED: December 19, 2016.

WHITNEY BANK, Sole Shareholder

BY: Michael M. Achary  
Michael M. Achary  
Title: Executive Vice President & CFO

PEOPLES FIRST COMMERCIAL CENTER  
PROPERTY OWNERS=ASSOCIATION, INC.

BY: Michael M. Achary  
Michael M. Achary  
Title: Vice President, Secretary & Treasurer

**JOINT WAIVER OF NOTICE AND  
UNANIMOUS CONSENT TO ACTION BY THE  
THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS  
OF  
PEOPLES FIRST COMMERCIAL CENTER  
PROPERTY OWNERS=ASSOCIATION, INC.  
IN LIEU OF MEETING**

**RESOLUTIONS OF PEOPLES FIRST COMMERCIAL CENTER  
PROPERTY OWNERS=ASSOCIATION, INC. REGARDING DISSOLUTION**

The undersigned Sole Shareholder and Board of Directors of PEOPLES FIRST COMMERCIAL CENTER PROPERTY OWNERS=ASSOCIATION, INC., formed under the laws of the State of Florida, do hereby, pursuant to the laws of the State of Florida and the Articles and Bylaws of Peoples First Commercial Center Property Owners=Association, Inc., consent in writing to the adoption of the following resolutions and to waiver of all notices required for and the holding of meetings of the Sole Shareholder and the Board of Directors:

**WHEREAS**, Peoples First Commercial Center Property Owners=Association, Inc. ("PFCC"), a Florida corporation, is a wholly owned subsidiary of Whitney Bank; and

**WHEREAS**, the Sole Shareholder and Board of Directors of PFCC have determined that it is in the best interest of the Sole Shareholder to dissolve PFCC; and

**WHEREAS**, pursuant to Fla. Stat. ch. 617.1402 (2016), the dissolution was approved by the Board of Directors of Whitney Bank, acting as Sole Shareholder of PFCC, on October 27, 2016;

**THEREFORE, BE IT RESOLVED**, that the Sole Shareholder and the Board of Directors of PFCC hereby accept, approve and adopt that certain Plan of Distribution, substantially in the form attached as Exhibit "A" with such revisions or additions as the President of PFCC deem necessary or appropriate, whereby PFCC, organized under the laws of the State of Florida, will be dissolved;

**RESOLVED FURTHER**, that the President, any Vice President, the Secretary or any Assistant Secretary of PFCC (collectively, the "Authorized Officers") be, and each acting alone hereby is, authorized and directed to make, execute, and file any and all necessary applications, and other documents with the appropriate



regulatory agencies in order to obtain approval of the transactions contemplated herein; and

**RESOLVED FURTHER**, that the Authorized Officers of PFCC be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of PFCC, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

*[Remainder of page intentionally left blank.]*

Dated as of October 27, 2016.

**SOLE SHAREHOLDER of Peoples  
First Commercial Center Property  
Owner= Association, Inc.:  
Whitney Bank**

By: Michael M. Achary  
MICHAEL M. ACHARY  
Executive Vice President & CFO

**DIRECTORS OF Peoples First Commercial  
Center Property Owners=Association, Inc.:**

Michael M. Achary  
MICHAEL M. ACHARY  
John M. Hairston  
JOHN M. HAIRSTON