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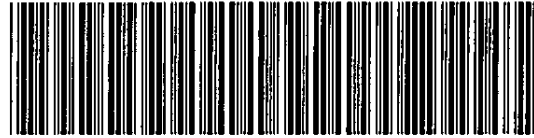
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merged

SP

12/19



Peter D. Wimmer
314-592-6602
314-592-6640 (fax)
peter.wimmer@fbol.com

VIA OVERNIGHT DELIVERY

December 18, 2007

Ms. Karon Beyer
Florida Department of State
Division of Corporations
2661 Executive Center Circle, Clifton Building
Tallahassee, Florida 32301

RE: First Bank

Dear Ms. Beyer:

Pursuant to our recent telephone conversation, I enclose the following documents for filing with your office:

1. Evidence of the merger of Coast Bank of Florida with and into First Bank, a Missouri state chartered bank (the "Merger").
 - a. An originally executed Agreement of Merger.
 - b. An original Order of the Missouri Division of Finance authorizing and effecting the Merger.
2. Application by Foreign Corporation of Authorization to Transact Business in Florida.
 - a. An original Certificate of Good Standing for First Bank.
 - b. Approval letter of the Florida Office of Financial Regulation regarding use of the name "First Bank of Southwest Florida."
3. Application for Registration of Fictitious Name.

In addition, I enclose three checks made payable to the Florida Department of State in the amounts of \$78.75, \$78.75 and \$80.00, respectively, for each of the above-referenced filings.

If you need any additional information with respect to this submission, please do not hesitate to contact me at 314-592-6602. Once again, I truly appreciate your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter D. Wimmer".

Peter D. Wimmer
Senior Vice President and General Counsel

PDW:sas
Enclosures

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**AGREEMENT OF MERGER
(Bank Merger)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement of Merger is entered into by and between First Bank, a Missouri state chartered trust company ("First Bank"), and Coast Bank of Florida, a Florida state chartered bank ("Coast Bank").

WHEREAS, First Bank is a state chartered trust company duly organized under the laws of the State of Missouri, with its principal office and place of business at 11901 Olive Boulevard, Creve Coeur, Missouri, and having, as of September 30, 2007, authorized capital of 10,000 shares of common stock, par value \$8,000 per share, all 10,000 of which were issued and outstanding, with capital of \$80,000,000, surplus of \$796,390,431, and other capital accounts of \$282,578,883, in accordance with the balance sheet reflecting its condition as of the close of business on that date; First Bank is wholly owned by The San Francisco Company, a Delaware corporation and a registered bank holding company, and The San Francisco Company is wholly owned by First Banks, Inc., a Missouri corporation and a registered bank holding company ("FBI"); and

WHEREAS, Coast Bank is a state chartered bank duly organized under the laws of the State of Florida, with its principal office and place of business at 1301 6th Avenue West, Bradenton, Florida 34205, and having, as of September 30, 2007, authorized capital of 20,000,000 shares of common stock ("Coast Bank Common Stock"), par value \$5.00 per share, and 5,000,000 shares of preferred stock ("Coast Bank Preferred Stock"), of which there are 1,350,450 shares of Coast Bank Common Stock issued and outstanding and 545,000 shares of 7% Series A Non-Cumulative Convertible Perpetual Preferred Stock issued and outstanding, with capital of \$9,477,250, surplus of \$67,443,029, and a negative balance in other capital accounts of \$54,252,139 in accordance with the balance sheet reflecting its condition as of the close of business on that date; Coast Financial Holdings, Inc., a Florida corporation and a registered bank holding company ("Bancorp"), is the beneficial owner of all of the issued and outstanding Coast Bank Common Stock and Coast Bank Preferred Stock and, as such, Coast Bank is wholly-owned by Bancorp; and

WHEREAS, a majority of the entire Board of Directors of First Bank and a majority of the entire Board of Directors of Coast Bank deem it advisable, for the general welfare and advantage of each of said banks and the shareholders of each, that Coast Bank merge with and into First Bank and have, therefore, approved this agreement and authorized its execution contingent upon the prior acquisition of 100% of the outstanding common stock of Bancorp by FBI, by merger of a wholly owned subsidiary of FBI with and into Bancorp, pursuant to the Agreement and Plan of Reorganization dated August 3, 2007 (the "Holding Company Merger");

NOW, THEREFORE, in consideration of the premises and of mutual agreements herein contained, First Bank and Coast Bank hereby enter into this agreement and prescribe the terms and conditions of the merger of Coast Bank with and into First Bank and the mode of carrying it into effect as follows:

1. Coast Bank shall be merged with and into First Bank under the charter of First Bank and under the title of First Bank (the "Bank Merger").

2. Articles THIRD and FOURTH of the Restated Articles of Agreement of First Bank shall be deleted and replaced in their entirety with the following:

THIRD: That the capital stock of the Corporation shall be \$81,000,000 consisting of (a) 10,000 voting shares of Series A Common Stock of a par value of \$8,000 each, and (b) 1,000,000 non-voting shares of Series B Common Stock of a par value of \$1 each. Series A Common Stock has full rights to vote on all matters as well as rights to dividends if and when declared. Series B Common Stock shall have the following rights, terms and conditions:

- A. Voting. Except as required by law, the holders of shares of Series B Common Stock shall have no voting rights.
- B. Dividends. The holders of shares of Series B Common Stock shall be entitled to receive aggregate annual cash dividends equal to a percentage of the aggregate annual cash dividends, if any, declared at the time and in the manner as such holders of Series A Common Stock receive them; provided that such percentage shall be equal to 100 multiplied by the quotient obtained by dividing (x) the Tier 1 and Tier 2 equity of Coast Bank of Florida, as adjusted ("Coast Bank Equity"), as of the effective date of the merger of Coast Bank of Florida with and into the Corporation (the "Effective Date") by (y) the sum of Coast Bank Equity and the Tier 1 and Tier 2 equity of the Corporation, as adjusted, as of the Effective Date.
- C. Liquidation Payment. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Series B Common Stock shall be entitled to receive, in parity with the holders of shares of Series A Common Stock, a liquidating payment, payable in cash or in kind, up to a total maximum payment of \$17 per share of Series B Common Stock held.
- D. Redemption Right at Option of Corporation. Series B Common Stock shall be redeemed, in whole or in part, by the Corporation (the "Redemption"), upon notice from the Corporation to the holders of the shares of Series B Common Stock (the "Redemption Notice") at a redemption price of \$17 per share plus any accrued, but unpaid, dividends due with respect to the shares of Series B Common Stock on the date of the Redemption (the "Redemption Price"). Within ten (10) business days after the receipt of the Redemption Notice by the holders of the shares of Series B Common Stock, the Corporation will pay to the holders of the shares of Series B Common Stock subject to the Redemption, the Redemption Price with respect to all shares of Series B Common Stock to be redeemed pursuant to this subparagraph.

upon the surrender to the Corporation of the certificate(s) representing such shares together with duly executed stock powers and other documentation reasonably required by the Corporation to effect the Redemption. All shares of Series B Common Stock redeemed by the Corporation pursuant to the Redemption shall be retired and cancelled.

- E. Repurchase Right at Option of Holders. All, and not less than all, of the shares of Series B Common Stock shall be repurchased from the holders by the Corporation (the "Repurchase"), upon notice from the holders of the shares of Series B Common Stock (the "Repurchase Notice") at a repurchase price of \$17 per share plus any accrued, but unpaid, dividends due with respect to the shares of Series B Common Stock on the date of the Repurchase (the "Repurchase Price"). Within forty-five (45) business days after the receipt of the Repurchase Notice by the Corporation, the Corporation will pay to the holders of the shares of Series B Common Stock subject to the Repurchase, the Repurchase Price with respect to all shares of Series B Common Stock to be repurchased pursuant to this subparagraph upon the surrender to the Corporation of the certificate(s) representing such shares together with duly executed stock powers and other documentation reasonably required by the Corporation to effect the Repurchase. The Corporation shall be under no obligation with respect to the Repurchase of any shares of Series B Common Stock prior to the second anniversary of the date of issuance of the shares of Series B Common Stock unless the holder of the shares of Series B Common Stock seeking such Repurchase has become subject prior to the Repurchase Notice to a final, nonappealable judgment by a court of competent jurisdiction of more than \$1,000,000. All shares of Series B Common Stock repurchased by the Corporation pursuant to the Repurchase shall be retired and cancelled.

FOURTH: That the name and address of the shareholders, and the number of shares of stock held are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Series A Common Stock Shares</u>	<u>Number of Series B Common Stock Shares</u>
The San Francisco Company	135 N. Meramec Avenue Clayton, Missouri 63105	10,000	0
Coast Financial Holdings, Inc.	1301 6 th Avenue West Suite 300 Bradenton, Florida 34205	0	1,000,000

3. Each of the issued and outstanding shares of Coast Bank Common Stock held by Bancorp immediately prior to the Bank Merger becoming effective shall be converted into the right to receive 0.740493909 shares of non-voting Series B Common Stock of First Bank upon the effectiveness of the Bank Merger. Upon the effectiveness of the Bank Merger, Bancorp shall deliver to First Bank all certificates representing such shares, and such other documentation as First Bank may reasonably require. In exchange for such certificates and other documentation, First Bank shall issue the non-voting Series B Common Stock to Bancorp. All certificates of Coast Bank Common Stock received from Bancorp following the Bank Merger becoming effective shall be cancelled. All shares of Coast Bank Common Stock held in the treasury of Coast Bank, including those shares received under this Section 3, shall be cancelled and retired and no cash, securities or other consideration shall be payable or paid or delivered under this Agreement for such Coast Bank Common Stock.

4. Each of the issued and outstanding shares of Coast Bank Preferred Stock held by Bancorp immediately prior to the Bank Merger becoming effective shall be cancelled and retired and no cash, securities or other consideration shall be payable or paid or delivered under this Agreement for such Coast Bank Preferred Stock. Upon the effectiveness of the Bank Merger, Bancorp shall deliver to First Bank all certificates representing such shares, and such other documentation as First Bank may reasonably require. All certificates of Coast Bank Preferred Stock received from Bancorp following the Bank Merger becoming effective shall be cancelled. All shares of Coast Bank Preferred Stock held in the treasury of Coast Bank, including those shares received under this Section 4, shall be cancelled and retired and no cash, securities or other consideration shall be payable or paid or delivered under this Agreement for such Coast Bank Preferred Stock.

5. The business of First Bank following the effectiveness of the Bank Merger (the "Resulting Bank") shall be that of a Missouri state chartered trust company. This business shall be conducted by the Resulting Bank at its main office, which shall be located at 11901 Olive Boulevard, Creve Coeur, Missouri, and at its other authorized locations. The main office of Coast Bank, located at 1301 6th Avenue West, Bradenton, Florida 34205, and the currently existing and approved Coast Bank branches set forth on Exhibit A hereto, including those branches existing and approved but unopened, will be operated as branch offices of the Resulting Bank as allowed under the laws of the State of Missouri and the United States.

6. All assets of Coast Bank, as they exist immediately prior to the effectiveness of the Bank Merger, shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be responsible for all of the liabilities of every kind and description of each of the banks existing immediately prior to the Bank Merger.

7. The Board of Directors of the Resulting Bank shall be as follows:

Terrance M. McCarthy – Chairman

Robert S. Holmes – Director, President, Chief Executive Officer

Daniel W. Jasper - Director, Executive Vice President - Chief Credit Officer

F. Christopher McLaughlin – Director, Executive Vice President - Director of
Sales, Marketing and Products

Mary P. Sherrill - Director, Executive Vice President - Director of Operations

Lisa K. Vansickle – Director and Secretary, Senior Vice President

8. The Bank Merger shall become effective, as specified in Section 362.680, RSMo Supp. 1986, at the time the Commissioner issues his Order approving the agreement of merger.

9. The Bank Merger shall not become effective unless and until the Holding Company Merger is consummated.

REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, First Bank and Coast Bank cause this agreement to be executed by their duly authorized officers and have caused their seals to be hereunto affixed as of November 6, 2007.

FIRST BANK

By: Terrance M. McCarthy
Terrance M. McCarthy
Executive Vice President

Attest: Lisa K. Vansickle
Lisa K. Vansickle
Secretary

COAST BANK OF FLORIDA

By: _____
Anne V. Lee
President and Chief Executive Officer

Attest: _____
Name: _____
Title: Secretary


IN WITNESS WHEREOF, First Bank and Coast Bank cause this agreement to be executed by their duly authorized officers and have caused their seals to be hereunto affixed as of November 16, 2007.

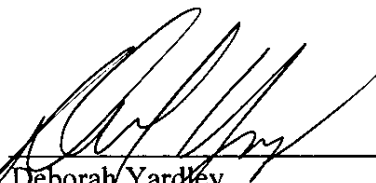
FIRST BANK

By: _____
Terrance M. McCarthy
Executive Vice President

Attest: _____
Lisa K. Vansickle
Secretary

COAST BANK OF FLORIDA

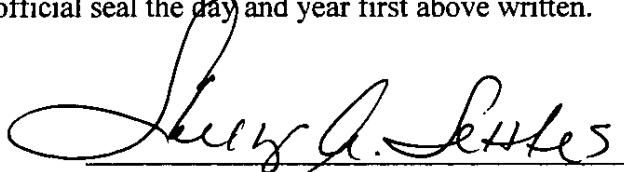
By: 
Anne V. Lee
President and Chief Executive Officer

Attest: 
Name: Deborah Yardley
Title: Sr. Vice President

State of Missouri
County of St. Louis

On this 6th day of November, 2007, before me appeared Terrance M. McCarthy, to me personally known who, being by me duly sworn, did state that he is an officer of First Bank, that the seal affixed to the foregoing instrument is the seal of said bank, and that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and Terrance M. McCarthy further acknowledges that this instrument is the free act and deed of said bank.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Notary Public

My commission expires:

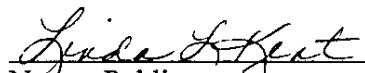


SHELLY A. SETTLES
My Commission Expires
January 2, 2010
St. Louis County
Commission #06439644

State of Florida
County of Manatee

On this 16th day of November 2007, before me appeared Anne V. Lee, to me personally known who, being by me duly sworn, did state that she is an officer of the Coast Bank of Florida, that the seal affixed to the foregoing instrument is the seal of said bank, and that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and Anne V. Lee further acknowledges that this instrument is the free act and deed of said bank.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public

My commission expires:



EXHIBIT A
COAST BANK BRANCHES

Hillsborough County, Florida:

510 Oakfield Drive, Brandon, Florida 33511
110 West Bloomingdale Avenue, Brandon, Florida 33511

Manatee County, Florida:

3005 53rd Avenue East, Bradenton, Florida 34203
1301 6th Avenue West, Bradenton, Florida 34205
7051 Manatee Avenue West, Bradenton, Florida 34207
2412 Cortez Road West, Bradenton, Florida 34207
415 53rd Avenue West, Bradenton, Florida 34207
4601 Manatee Avenue West, Bradenton, Florida 34209
9819 Cortez Road West, Bradenton, Florida 34210
995 North Haben Boulevard, Palmetto, Florida 34221

Pasco County, Florida:

21708 State Road 54, Lutz, Florida 33549

Pinellas County, Florida:

3024 Enterprise Road East, Clearwater, Florida 33759
2046 Bayshore Boulevard, Dunedin, Florida 34698
5825 54th Avenue North, Kenneth City, Florida 33709
13175 Walsingham Road, Largo, Florida 33774
7600 US Highway 19 North, Pinellas Park, Florida 33781
111 2nd Avenue North, Suite 211, St. Petersburg, Florida 33701
6850 Central Avenue, St. Petersburg, Florida 33707
13700 Park Boulevard, Seminole, Florida 33776

Sarasota County, Florida:

5390 Gulf of Mexico Dr., Unit 101, Longboat Key, Florida 34228
* 8200 Tuttle Avenue, Sarasota, Florida 34243

* Currently approved but unopened branch.

STATE OF MISSOURI
DIVISION OF FINANCE
ORDER


WHEREAS, there was filed in this office a certified and verified copy of an agreement to merge **COAST BANK OF FLORIDA, BRADENTON, HILLSBOROUGH COUNTY, FLORIDA**, with and into **FIRST BANK, CREVE COEUR, ST. LOUIS COUNTY, MISSOURI**, under the Articles of Agreement of **FIRST BANK, CREVE COEUR, ST. LOUIS COUNTY, MISSOURI**; and

WHEREAS, pursuant to said agreement of merger, the main banking house of the surviving bank shall be the location of the present main banking house of **FIRST BANK, CREVE COEUR, ST. LOUIS COUNTY, MISSOURI**; and

WHEREAS, it has been determined that the agreement to merge the aforesaid banks in all respects complies with Section 362.630, RSMo 2000, and that the banks are wholly owned by the same bank holding company so that the merger shall take effect upon the issuance of this certificate as prescribed by Section 362.680, RSMo 1994.

NOW, THEREFORE, I, D. ERIC MCCLURE, Commissioner of Finance (director of the Division of Finance) of the State of Missouri, certify that on this 30th day of November, Two Thousand and Seven, pursuant to the authority contained in Section 362.670, I determined that the aforesaid agreement for merger should be and it is hereby approved.





Commissioner of Finance