

P00000107442

(Requestor's Name)

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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

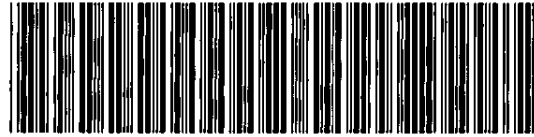
(Business Entity Name)

(Document Number)

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Merger

04/10/07--01029--016 **157.50

RECEIVED
07 APR 10 AM 11:47
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2007 APR 10 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADP
4/10/07

Maureen Dougherty PR
Requester's Name
2457 Cove Drive
Address
Ball K 878-2411
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Coastal Community Investments, Inc. P00000107472
(Corporation Name) (Document #)
2. Bayside Financial Corporation P02000120576
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FILED

ARTICLES OF MERGER

2007 APR 10 AM 11:58

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COASTAL COMMUNITY INVESTMENTS, INC.

WITH

BAYSIDE FINANCIAL CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

FIRST: The name of the surviving corporation is **Coastal Community Investments, Inc.**, a corporation organized under the laws of the State of Florida.

SECOND: The name of the merging corporation is **Bayside Financial Corporation**, a Florida corporation.

THIRD: Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Bayside Financial Corporation with and into Coastal Community Investments, Inc.

FOURTH: The merger shall be effective at 5:01 p.m. on April 10, 2007.

FIFTH: The Plan of Merger was adopted by the Board of Directors of Coastal Community Investments, Inc. on October 17, 2006, and shareholder approval was not required.

SIXTH: The merger was duly approved by the shareholders Bayside Financial Corporation at a special meeting of shareholders held on March 19, 2007.

[Signatures on next page]

IN WITNESS WHEREOF, authorized agents of Coastal Community Investments, Inc. and Bayside Financial Corporation have executed these Articles of Merger this _____ day of April, 2007.

COASTAL COMMUNITY INVESTMENTS, INC.

By: Terry DuBose
Terry DuBose
President and Chief Executive Officer

BAYSIDE FINANCIAL CORPORATION

By: Greg Johnson
Greg Johnson
President and Chief Executive Officer

::ODMA\PCDOCS\ATL\1152318\1

EXHIBIT A

**PLAN OF MERGER
BY AND BETWEEN
COASTAL COMMUNITY INVESTMENTS, INC.
AND
BAYSIDE FINANCIAL CORPORATION**

This Plan of Merger (the "Plan") is made and entered into as of the 26th day of December, 2006, by and between Coastal Community Investments, Inc. ("Coastal"), a corporation organized under the laws of the State of Florida and located in Panama City, Florida, and Bayside Financial Corporation ("Bayside"), a corporation organized under the laws of the State of Florida and located in Port St. Joe, Florida.

W I T N E S S E T H:

WHEREAS, on December 26, 2006, Coastal, Bayside and Bayside Savings Bank entered into an Agreement and Plan of Merger (the "Agreement"), pursuant to which Coastal will acquire Bayside and Bayside Savings Bank (the "Acquisition");

WHEREAS, pursuant to the Agreement, Bayside will merge with and into Coastal;

NOW, THEREFORE, in consideration of the above premises and the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. Merger. In accordance with the Florida Business Corporation Code, Bayside shall be merged with and into Coastal. Coastal shall be the survivor of the Merger (the "Resulting Corporation"), and shall operate with the name "Coastal Community Investments, Inc."

2. Effective Date of the Merger. The Merger shall become effective on the date that the Articles of Merger reflecting the Merger becomes effective with the Secretary of State for the State of Florida (the "Effective Date").

3. Location, Articles and Bylaws of the Resulting Corporation. On the Effective Date of the Merger:

(a) The head office of the Resulting Corporation shall be located at the head office of Coastal immediately prior to the Effective Date of the Merger.

(b) The Articles of Incorporation of the Resulting Corporation shall be the Articles of Incorporation of Coastal in effect immediately prior to the Effective Date of the Merger. The Bylaws of the Resulting Corporation shall be the Bylaws of Coastal in effect immediately prior to the Effective Date of the Merger.

4. Manner of Converting Shares.

(a) By virtue of the Merger, automatically and without any action on the part of the holder thereof, each of the shares of Bayside Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall be exchanged for consideration as set forth in the Agreement.

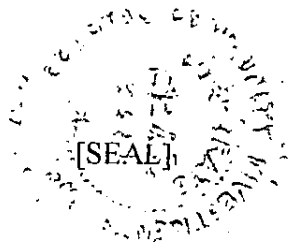
(b) Upon and after the Effective Date, each issued and outstanding share of Coastal Common Stock shall remain unchanged and shall continue to evidence the same number of shares of Coastal Common Stock.

5. Conditions Precedent to Consummation of the Merger. Consummation of the Merger herein provided for is conditioned upon (a) receipt of all necessary consents to the Merger from applicable regulatory authorities, (b) approval of the Agreement by the shareholders of Bayside.

6. Termination. This Plan may be terminated at any time prior to the Effective Date upon the termination of the Agreement.

7. Counterparts, Headings, Governing Law. This Plan may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein are for convenience or reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be affixed hereto, all as of the day and year first above written.

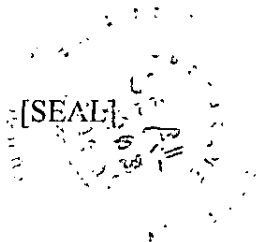


COASTAL COMMUNITY INVESTMENTS, INC.

By: Terry DuBose
Terry DuBose
President and Chief Executive Officer

ATTEST:

Elwood L. West Jr.
Elwood L. West Jr.
Chief Financial Officer



BAYSIDE FINANCIAL CORPORATION

By: Greg Johnson
Greg Johnson
President and Chief Executive Officer

ATTEST:

Jasper L. Smith
Jasper L. Smith
Secretary