

P010000008536

Requestor's Name

1501 Park Ave E

Address

Tall FL 30301

City/State/Zip

Phone #

FILED
01 APR 20 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Giant Holdings, Inc (Corporation Name) Share (Document #)
2. _____ (Corporation Name) Exchange (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____
☐ Mail out ☒ Will wait ☐ Photocopy

- ☐ Certified Copy ☐ Certificate of Status

RECEIVED
01 APR 20 AM 11:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|-------------------------------------|----------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input checked="" type="checkbox"/> | Other Share Exchange |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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-04/20/01--01085--017
*****35.00 *****35.00

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-04/23/01--01060--001
*****35.00 *****35.00

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Gave OK to
add to add
typed name
as Pres.

Call when ready
878-2411
Stephanie

Examiner's Initials | AR 4/20/01

ARTICLES OF SHARE EXCHANGE
of
GIANT HOLDINGS, INC., a Florida Corporation,
with
LANDMARK BANK, N.A., a national banking association

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE between GIANT HOLDINGS, INC., a Florida Corporation, and LANDMARK BANK, N.A., a national banking association.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Giant Holdings' Inc. and Landmark Bank, N.A. adopt the following Articles of Share Exchange.

1. The Plan of Share Exchange dated March 1, 2001 ("Plan of Share Exchange"), between Giant Holdings, Inc., a Florida Corporation, and Landmark Bank, N.A., a national banking association was approved and adopted by the shareholders of Landmark Bank on April 19, 2001 and was adopted by the Board of Directors of Giant Holdings on March 1, 2001, since shareholder approval of the Plan of Share Exchange was not required by the shareholders of Giant Holdings by Section 607.1103(7) of the Act.

2. Pursuant to the Plan of Share Exchange, all issued and outstanding shares of Landmark Bank's stock will be exchanged for a like number of shares of Giant Holdings and Landmark Bank will become a wholly owned subsidiary of Giant Holdings.

3. The Plan of Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be as of the close of business on April 30, 2001

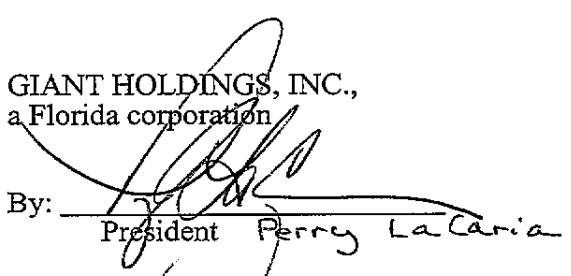
IN WITNESS WHEREOF, the parties have set their hands this 19th day of April, 2001.

ATTEST:

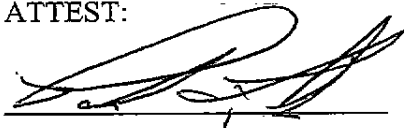


GIANT HOLDINGS, INC.,
a Florida corporation

By:

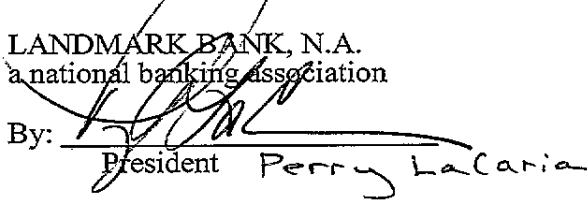

President Perry LaCaria

ATTEST:



LANDMARK BANK, N.A.
a national banking association

By:


President Perry LaCaria

PLAN OF SHARE EXCHANGE

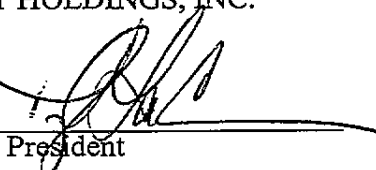
THIS PLAN OF SHARE EXCHANGE ("Plan") is entered into this 1st day of March, 2001 by and between Giant Holdings, Inc. a Florida corporation ("Giant Holdings") and Landmark Bank, N.A., an national banking association ("Landmark").

1. Distribution to Shareholders. On the Effective Date, as defined herein, all of the shareholders of Landmark not dissenting from the Plan shall exchange all of the outstanding stock of Landmark for a like number of shares of Giant Holdings and Landmark shall become a wholly-owned subsidiary of Giant Holdings.
2. Satisfaction of Rights of Landmark's Shareholders. All shares of Giant Holdings's stock into which shares of Landmark's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
3. Fractional Shares. Fractional shares of Giant Holdings's stock will not be issued to the holders of Landmark's stock.
4. Vote Required. The Plan must be approved by not less than 66⅔% of Landmark's outstanding shares of stock entitled to vote at a meeting of shareholders called for such purpose.
5. Dissenter's Shares. No share of Landmark common stock as to which dissenters' appraisal rights have been validly exercised and perfected and for which cash is payable pursuant to law (Dissenting Shares) shall be exchanged for Giant Holdings common stock. In lieu thereof, the holder of Dissenting Shares shall be entitled to payment in accordance with the applicable provisions of Section 607.1104, *Florida Statutes*, (the Dissenter Statute) applicable to Florida corporations. If any holder of Dissenting Shares shall effectively withdraw or lose his dissenter rights under the Dissenter Statute, such Dissenting Shares shall then be exchanged for Giant Holdings common stock in accordance with the provisions hereof. Dissenting Shares acquired by Landmark pursuant to payment shall be held by Landmark as authorized but unissued shares. Properly exercised dissenter shares shall not exceed more than 10% of the total number of shares outstanding or approximately 1,237,000 shares. All costs incurred by Dissenting Shareholders in connection with an appraisal procedure shall be paid by Landmark or Giant Holdings.
6. Supplemental Action If at any time after the Effective Date, Giant Holdings shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Giant Holdings or Landmark, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.
7. Filing with the Florida Secretary of State and Effective Date. Upon the approval of the Federal Reserve Bank of Atlanta, of the Notice of intent to act as a bank holding company filed by Giant Holdings, Giant Holdings and Landmark shall cause their respective President (or Vice President) to execute Articles of Share Exchange in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the Articles of Share Exchange shall specify the "Effective Date."

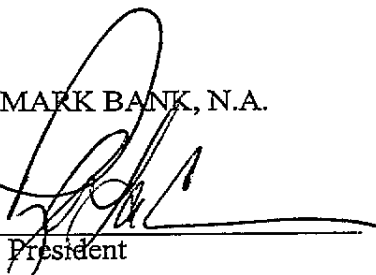
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Giant Holdings or Landmark by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Landmark by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with Section 607.1103 of the FBCA.
9. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Landmark.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Share Exchange as of the date first above written.

GIANT HOLDINGS, INC.

By: 
President

LANDMARK BANK, N.A.

By: 
President