

PD1000034974

F.N.B. Corporation

ONE F.N.B. BOULEVARD • HERMITAGE, PENNSYLVANIA 16148-3363

724-981-6000

May 9, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

800004193628--9
-05/10/01--01095--002
*****35.00 *****35.00

Re: Articles of Merger

Dear Sir/Madam:

800004193628--9
-05/10/01--01095--003
*****35.00 *****35.00

Enclosed please find Articles of Merger to merge Citizens Financial Corporation with and into SOC & L, Inc. under the corporate title Citizens Financial Corporation. Also enclosed in our check in the amount of \$35.00.

Please direct all correspondence regarding these Articles of Merger to my attention at the following address:

Christine A. Lombardo, Paralegal
F.N.B. Corporation
One F.N.B. Boulevard - 1st Floor
Hermitage, PA 16148

FILED
01 JUN 18 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance regarding this matter, and should you require any additional information, please contact me at (724) 983-3322.

Very truly yours,

Christine A. Lombardo
Christine A. Lombardo
Paralegal
merger
nc

:cal

Enclosures

c:\wpdata\mwise\Florida department of state regarding articles of merger for citizens financial corporation

PRINCIPAL AFFILIATES

FIRST NATIONAL BANK OF PENNSYLVANIA
FIRST NATIONAL BANK OF NAPLES
FIRST NATIONAL BANK OF FLORIDA
CAPE CORAL NATIONAL BANK
WEST COAST GUARANTY BANK, N.A.

FOUNDED 1864
FOUNDED 1989
FOUNDED 1985
FOUNDED 1994
FOUNDED 1987

METROPOLITAN NATIONAL BANK
REEVES BANK
FIRST NATIONAL BANK OF FORT MYERS
FIRST COUNTY BANK, N.A.
REGENCY FINANCE COMPANY

FOUNDED 1922
FOUNDED 1868
FOUNDED 1989
FOUNDED 1988
FOUNDED 1927



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 18, 2001

CHRISTINE A. LOMBARDO, PARALEGAL
F.N.B. CORPORATION
ONE F.N.B. BLVD., 1ST FLOOR
HERMITAGE, PA 16148

SUBJECT: CITIZENS FINANCIAL CORP.
Ref. Number: P97000028054

We have received your document for CITIZENS FINANCIAL CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Because no officers/directors were named in the Original Articles of Incorporation for the Surviving corporation you must attach a list.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 301A00030574

DIVISION OF CORPORATIONS

01 JUN -4 AM 9:05

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CITIZENS FINANCIAL CORP., a Florida entity, P97000028054.

INTO

SOC & L, INC. which changed its name to

CITIZENS FINANCIAL CORP., a Florida entity, P01000034974.

File date: June 18, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SOC & L, Inc.</u>	<u>Florida</u>

FILED
01 JUN 18 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Citizens Financial Corp.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 5/21/01

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 5/21/01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: Immediately following consummation of the merger of Citizens Financial Corp. with and into SOC & L, Inc., SOC & L, Inc. will change its name to "Citizens Financial Corp.". The jurisdiction of the surviving corporation is Florida.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SOC & L, Inc.

James T. Lachlin

James L. Goehler, Vice President & Sec.

Citizens Financial Corp.

Karin Hall

Kevin C. Hale, President & CEO

**PLAN OF REORGANIZATION AND AGREEMENT TO MERGE
CITIZENS FINANCIAL CORPORATION**

**with and into
SOC & L, INC.**

**under the title of
"CITIZENS FINANCIAL CORP."**

THIS AGREEMENT (the "Merger Agreement") made as of this 21st day of May, 2001 adopted and made by and between the following (each a "Party" and, collectively, the "Parties"): **CITIZENS FINANCIAL CORP.** (hereinafter referred to as "CFC"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Marco Island, County of Collier, in the State of Florida, with authorized capital of \$1,000 divided into 100,000 shares of Common Stock each of \$.01 par value, of which 100 shares are issued and outstanding, as of May 21, 2001, and **SOC & L, INC.** (hereinafter referred to as the "SOC&L"), a Florida corporation organized under the laws of the State of Florida, being located in the City of Naples, County of Collier, in the State of Florida, with authorized capital of \$10.00 divided into 10 shares of Common Stock each of \$.01 par value of which 10 shares are issued and outstanding as of May 21, 2001, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of at least a majority of its directors;

WHEREAS, the Parties deem the merger of CFC with and into SOC&L, under and pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the Parties' best interest and in the interest of their respective shareholders; and

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained and intending to be legally bound hereby, the Parties hereto agree as follows:

Section 1.

CFC shall merge with and into, and under the Articles of Incorporation of SOC&L and SOC&L shall be the surviving corporation.

Section 2.

Upon the merger becoming effective, (i) the name of SOC&L as the surviving corporation (herein referred to as the "Continuing Corporation" whenever reference is made to it as of the time of the merger or thereafter) shall be changed to "Citizens Financial Corp.," and (ii) the principal office of SOC&L, located at 2150 Goodlette Road North, Naples, FL 34102, shall be the new main office of the Continuing Corporation.

Section 3.

Upon the merger becoming effective, the corporate existence of CFC shall, be merged into and continued in the Continuing Corporation, and the Continuing Corporation shall be deemed to be the same corporation as CFC. All rights, franchises and interests of CFC, in and to every type of property (real, personal and mixed), and choses in action, shall be transferred to and vested in the Continuing Corporation by virtue of the merger without any deed or other transfer, and the Continuing Corporation,

without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver and committee of estates of lunatics or other incompetents, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by CFC, immediately prior to the time the merger becomes effective.

Upon the merger becoming effective, the Continuing Corporation shall be liable for all liabilities of CFC; and all deposits, debts, liabilities and obligations and contracts of CFC, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of CFC, as the case may be, shall be those of the Continuing Corporation, and shall not be released or impaired by the merger; and all rights of creditors and other obligees and all liens on property of CFC shall be preserved unimpaired.

Section 4.

Upon the merger becoming effective all the outstanding shares of CFC common stock shall be cancelled.

Section 5.

The Board of Directors of the Continuing Corporation upon the merger becoming effective shall consist of all the persons who are Directors of SOC&L immediately before the merger becomes effective and may include certain CFC Directors appointed to the Continuing Corporation Board of Directors by the SOC&L Board prior to the merger.

Section 6.

The Parties agree that upon consummation of the Merger transaction, all rights and interest any of them shall have in the name "Citizens Financial Corporation" shall be transferred to SOC&L.

Section 7.

This Plan shall be approved by the sole shareholder of CFC, in accordance with the applicable provisions of law and the respective Articles of Incorporation and Bylaws of CFC. CFC shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and of the taking of any action, and the satisfaction of all other requirements prescribed by law or otherwise, necessary for consummation of the merger on the terms herein provided, including without being limited to, the preparation and submission of Articles of Merger.

Section 8.

Effectuation of the merger herein provided for is conditioned upon procurement of all other consents, approvals and rulings, and satisfaction of all other requirements, prescribed by law which are necessary for consummation of the merger.

Section 9.

SOC&L or CFC may terminate the Plan for the following reasons at any time before the merger becomes effective by written notice to the other party, authorized or approved by resolution adopted by the Board of Directors giving such notice:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed merger which shall make consummation of the merger inadvisable in the opinion of the Board of Directors of CFC or SOC&L; or

(b) Any action, consent or approval, governmental or otherwise, which is, or in the opinion of counsel for SOC&L or CFC may be, necessary to permit or enable the Continuing Corporation, upon and after the merger, to conduct all or any part of the business activities being conducted by SOC&L or CFC as of the time of the merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) For any other reason consummation of the merger is inadvisable in the opinion of the Board of Directors of SOC&L or CFC.

Upon termination by written notice as provided in this Section 9, the Plan shall be void and of no further effect, and there shall be no liability by reason of the Plan or the termination thereof on the part of SOC&L or CFC or the directors, officers, employees, agents, or shareholders of either of them.

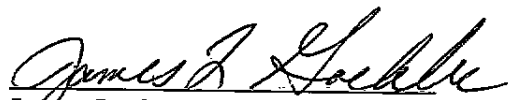
Section 10.

Subject to the terms and upon satisfaction of all requirements of the law and conditions specified in the Plan, the merger shall become effective upon filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, CFC and SOC&L has caused this Plan of Reorganization and Agreement to Merge to be executed by their respective duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

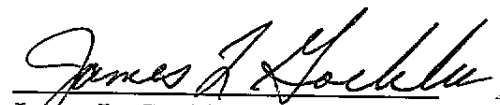
CITIZENS FINANCIAL CORP.


James L. Goehler, Secretary

By: 
Kevin C. Hale
President & CEO

ATTEST:

SOC & L, INC.


James L. Goehler, Secretary

By: 
Kevin C. Hale
President & CEO

ACKNOWLEDGMENT

STATE OF FLORIDA

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} SS
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COUNTY OF COLLIER

On this 21st day of May, 2001, before me, a Notary Public for the State and County aforesaid, personally came Kevin C. Hale as President & CEO of Citizens Financial Corp., a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.


Notary Public

(Seal of Notary)

My Commission Expires:



Martha L. McFadden
Commission # GC 902404
Expires March 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT

STATE OF FLORIDA

}
} SS
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COUNTY OF COLLIER

On this 21st day of May, 2001, before me, a Notary Public for the State and County aforesaid, personally came Kevin C. Hale as President & CEO of SOC & L, Inc., a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.


Notary Public

(Seal of Notary)

My Commission Expires:



Martha L. McFadden
Commission # GC 902404
Expires March 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

JGO:cal
04/13/01

\\wpdata\citizens community\plan of organization and agreement to merge citizens financial corporation with soc&l

SOC & L, Inc.

OFFICERS

Kevin C. Hale, President & CEO

James L. Goehler, Vice President & Secretary

DIRECTORS

Gary L. Tice

James L. Goehler

Kevin C. Hale

Garrett S. Richter