

P02000008390

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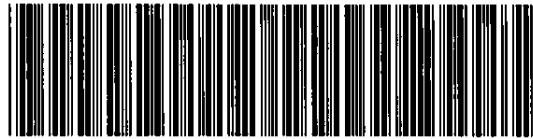
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TALLAHASSEE, FLORIDA

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06 DEC 18 PM 2:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

C. Coulliette DEC 19 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 672402 81372A

AUTHORIZATION :

A handwritten signature in black ink, appearing to read "Spalden", is written over the authorization line.

COST LIMIT : \$ 78.75

ORDER DATE : December 18, 2006

ORDER TIME : 12:18 PM

ORDER NO. : 672402-005

CUSTOMER NO: 81372A

ARTICLES OF MERGER

2150 N. GOODLETTE ROAD, INC.

INTO

ORION BANK, A FLORIDA CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2006

CSC
ATTN: CARINA
TALLAHASSEE, FL

SUBJECT: ORION BANK
Ref. Number: P02000008390

RESUBMIT
Please give original
submission date as file date.

We have received your document for ORION BANK and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The Plan of Merger which is said to be Exhibit A, is not included as part of the documents you submitted. Please resend with the Plan of Merger.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 906A00071655

RECEIVED
06 DEC 19 AM 10:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
2150 N. GOODLETTE ROAD, INC., A FLORIDA CORPORATION
WITH AND INTO
ORION BANK, A FLORIDA CORPORATION,
ITS PARENT CORPORATION

FILED
06 DEC 18 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the Surviving Corporation:

1. The names of the corporations which are parties to the within merger are 2150 N. GOODLETTE ROAD, INC. and ORION BANK. ORION BANK is the Surviving Corporation.

2. The Plan of Merger attached as **Exhibit A** was approved by the Board of Directors of the undersigned, as the Surviving Corporation, in the manner prescribed by the Florida Business Corporation Act.

3. The number of outstanding shares of each class of the subsidiary corporation, and the number of shares of each class owned by the Surviving Corporation, are as follows:

Name of Subsidiary	Designation of Class	Number of Shares Outstanding	Number of Shares Owned by Surviving Corporation
2150 N. Goodlette Road, Inc.	Common	6,000	6,000

4. A copy of the Plan of Merger set forth in Article 1 was mailed on November, 30, 2006 to each shareholder of the subsidiary corporation of record on November 30, 2006.

5. The issued and outstanding shares of 2150 N. GOODLETTE ROAD, INC. will be hereby cancelled as a result of the merger.

IN WITNESS WHEREOF, the parties have set their hands on December 13, 2006.

Attest:

ORION BANK, a Florida corporation

(Corporate Seal)

Paul J. King

By: [Signature]

Title:

Attest:

2150 N. GOODLETTE ROAD, INC., a
Florida corporation

(Corporate Seal)

Paul J. King

By: [Signature]

Title:

Exhibit A

**AGREEMENT
AND PLAN OF MERGER OF
2150 N. GOODLETTE ROAD, INC, A FLORIDA CORPORATION
INTO ORION BANK, A FLORIDA CORPORATION**

Agreement of merger, dated December 13th, 2006, by and between ORION BANK, the parent company, a corporation organized and existing under the laws of the state of Florida ("ORION BANK"), and 2150 N. GOODLETTE ROAD, INC., a wholly owned subsidiary of ORION BANK, and a corporation organized and existing under the laws of the state of Florida ("GOODLETTE ROAD"), and a majority of its directors:

WITNESSETH:

WHEREAS, ORION BANK is a corporation duly organized and existing under the laws of the state of Florida; and

WHEREAS, GOODLETTE ROAD is a corporation duly organized and existing under the laws of the state of Florida, having an authorized 6,000 shares of common stock, of the par value of \$1 each; and

WHEREAS, 100% of the shares of the common stock of GOODLETTE ROAD are owned by ORION BANK; and

WHEREAS, the Board of Directors of ORION BANK has determined that it is advisable that GOODLETTE ROAD be merged into ORION BANK, for the general welfare and advantage of said corporations and their respective shareholders, on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the Board of Directors of GOODLETTE ROAD has determined that it is advisable that GOODLETTE ROAD be merged into ORION BANK, for the general welfare and advantage of said corporations and their respective shareholders, on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, the parties agree, in accordance with the provisions of the Act of the state of Florida and the that ORION BANK and GOODLETTE ROAD shall be, and they hereby are, merged into a single corporation, to wit, ORION BANK, and that the terms and conditions of the merger and the mode of carrying the merger into effect. In consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION**

1. The term "Effective Date" shall mean the date on which the Articles of Merger of GOODLETTE ROAD and ORION BANK, are filed with the Secretary of State of Florida.

2. Except as otherwise specifically set forth in this agreement, the identity, existence, purposes, powers, franchises, rights and immunities of ORION BANK shall continue unaffected and unimpaired by the merger, and the corporate identity, rights and immunities of GOODLETTE ROAD shall be merged into ORION BANK and ORION BANK shall be fully vested with them and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida. On the Effective Date, The organization of GOODLETTE ROAD, except in so far as it may be continued by statute, shall cease and shall be merged with and into ORION BANK. ORION BANK and GOODLETTE ROAD shall become a single corporation ("Surviving Corporation"). ORION BANK and GOODLETTE ROAD are sometimes referred to as the "Constituent Corporations," and the time at which the Constituent Corporations shall so become a single corporation is referred to as the "effective date of this agreement." "Surviving Corporation" shall refer to "ORION BANK."

ARTICLE II

ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

1. The Articles of Incorporation of the Surviving Corporation shall, upon the effective date of this agreement, be and be deemed to remain unaffected by this merger.

- a. The name of the Surviving Corporation is ORION BANK.
- b. The principal office of the Corporation is located at 2150 Goodlette Road North, Naples, FL 34102.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The code of regulations and bylaws of Surviving Corporation, ORION BANK, as they shall exist on the effective date of this agreement, shall be and remain the bylaws of the Surviving Corporation until they shall be respectively altered, amended or repealed.

ARTICLE IV

DIRECTORS AND OFFICERS OF ORION BANK

1. The names and addresses of the first directors of the Surviving Corporation, who shall hold office until the annual meeting of shareholders in the year set opposite their respective names below and until the election and qualification of their successors, are as follows:

Jerry J. Williams	1625 Gordon Drive Naples, FL 34102
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Alan Pratt	1128 Donnie Drive Naples, FL 34108
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Earl P. Holland 15270 Kilbirmie Drive, S.E.
Ft. Myers, FL 33912

James W. Aultman 6799 Overseas Highway
Marathon, FL 33050

Brian C. Schmitt 11100 Overseas Highway
Marathon, FL 33050

2. If on the effective date of this agreement a vacancy shall exist in the board of directors of the Surviving Corporation, or in any of the offices above specified, by reason of the failure or inability of any of the above named persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may be filled in the manner provided by law and the code of regulations and bylaws of the Surviving Corporation.

ARTICLE V MANNER OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

Each share of common stock of GOODLETTE ROAD which shall be outstanding on the effective date of this agreement shall be cancelled.

ARTICLE VI PLAN OF MERGER APPROVAL

The Plan of Merger has been approved by the Board of Directors of ORION BANK in accordance with §607.1104 of the Act.

ARTICLE VII MISCELLANEOUS PROVISIONS

1. If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of ORION BANK, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of ORION BANK. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of ORION BANK or GOODLETTE ROAD, or their Directors, officers, employees, agents, or shareholders.

2. At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

3. Anything in this agreement or elsewhere to the contrary notwithstanding, this agreement may be abandoned at any time prior to its filing and recording by mutual consent of

the Constituent Corporations given, in the case of ORION BANK, pursuant to authority of its board of directors or executive committee, and, in the case of GOODLETTE ROAD, pursuant to authority of its board of directors.

4. On the effective date of this agreement, the Surviving Corporation shall, without other transfer, succeed to all the rights, assets, privileges, powers, franchises and immunities, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, liabilities, obligations and duties of each of the Constituent Corporations, and all and singular the rights, privileges, powers, franchises and immunities of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts, obligations and liabilities due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation, ORION BANK; and all property, rights, privileges, powers, franchises and immunities, and all and every other interest, shall be thereafter the property of the Surviving Corporation, ORION BANK, and the title to any real estate in GOODLETTE ROAD shall BECOME THE property of Surviving Corporation, ORION BANK and be preserved unimpaired.

5. If at any time the Surviving Corporation shall deem or be advised that any further assignments or assurances in law or things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property of GOODLETTE ROAD acquired or to be acquired by reason of or as a result of the merger provided for by this agreement, GOODLETTE ROAD and its proper officers and directors shall and will execute and deliver any and all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this agreement.

6. The Surviving Corporation, ORION BANK, hereby designates Capital Connection, Inc., of 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301-1283, as the entity upon which process, tax notices and demands against either of the Constituent Corporations or the Surviving Corporation may be served.

7. The Surviving Corporation agrees that it may be served with process in the state of Florida in any proceeding for enforcement of any obligation of GOODLETTE ROAD or for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceeding pursuant to the provisions of the General Corporation Law of the state of Florida, and irrevocably appoints the Secretary of State of the state of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State is 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301-1283.

8. The Surviving Corporation shall pay all the expenses of carrying this agreement into effect and of accomplishing the merger.

9. For the convenience of the parties and to facilitate the filing or recording of this agreement, any number of counterparts may be executed, and each such executed counterpart shall be deemed to be an original instrument.

The Constituent Corporations have caused this agreement to be signed in their respective corporate names by their respective presidents or vice presidents and their corporate seals to be affixed and attested by their respective secretaries or assistant secretaries and a majority of directors have signed this agreement.

IN WITNESS WHEREOF, the parties have set their hands on December 13, 2006.

Attest:

(Corporate Seal)

David J. Ruy

ORION BANK, a Florida corporation

By:

Title:

James J. Wicker

Attest:

(Corporate Seal)

David J. Ruy

2150 N. GOODLETTE ROAD, INC., a
Florida corporation

By:

Title:

James J. Wicker