

PD2000117334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

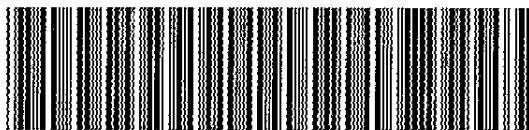
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600112665456

07 NOV 30 PM 4:07

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

11/30/07

Requestor Name:

Carlton Fields

Address:

Post Office Drawer 190
Tallahassee, Florida 32302

Telephone:

(850) 513-3619 - direct
(850) 224-1585

Contact Name:

Kim Pullen, CP

Merge:

Corporation Name:

Coast Financial Holdings, Inc. (PO2000117334)
w/ Coast Acquisition Corp.

Entity Number:

Authorization:

Kim Pullen

☒ Merger
Certified Copy

☐ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☐ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

(X) Call When Ready

(X) Walk In

(X) Call if Problem

() Will Wait

() After 4:30

(X) Pick Up

CF Internal Use Only

Client:

47104

Matter:

34004

Name:

Nat Dolinea

Office:

TPA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
07 NOV 30 PM 4:07

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Coast Financial Holdings, Inc.</u>	<u>Florida</u>	<u>P02000117334</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Coast Acquisition Corp.</u>	<u>Florida</u>	<u>P07000089893</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 after merger file date.)

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 November 26, 2007.

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 November 20, 2007.

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)

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 07 NOV 30 PM 4:07

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

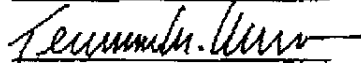
Coast Financial Holdings, Inc.

[Signature]

Anne Lee - Acting Chief Executive Officer

Coast Acquisition Corp.

Terrance M. McCarthy - President

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleCoast Financial Holdings, Inc.Anne Lee - Acting Chief Executive OfficerCoast Acquisition Corp.Terrance M. McCarthy - President

PLAN OF MERGER

This Plan of Merger, pursuant to Section 607.1101(2) of the Florida Business Corporation Act (the "FBCA"), describes the merger of Coast Acquisition Corp., a Florida corporation, with and into Coast Financial Holdings, Inc., a Florida corporation (the "Merger"):

(a) The name of each corporation planning to merge is:

(i) Coast Acquisition Corp., a Florida corporation ("CAC"); and

(ii) Coast Financial Holdings, Inc., a Florida corporation ("CFHI" or the "Surviving Corporation").

CFHI will be the surviving corporation in the Merger.

(b) The terms and conditions of the proposed Merger are:

(i) The Merger shall be effective on the date the articles of merger have been accepted for filing by the Secretary of State of the State of Florida in accordance with the FBCA (the "Effective Time").

(ii) At the Effective Time, (A) the separate corporate existence of CAC will cease, (B) CFHI shall be the successor or surviving corporation in the Merger and shall continue to be governed by the laws of the State of Florida, and (C) the separate corporate existence of CFHI with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. From and after the Effective Time, the Merger shall have the effects set forth in the FBCA.

(iii) Pursuant to the Merger, at the Effective Time, the articles of incorporation and bylaws of CAC in effect immediately prior to the Effective Time shall be the articles of incorporation and bylaws of the Surviving Corporation until otherwise amended or repealed in accordance with applicable law. The directors and officers of CAC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation.

(c) The manner and basis of converting the shares of each corporation into cash of the Surviving Corporation are as follows:

(i) At the Effective Time, by virtue of the Merger and without any action on the part of holders of shares of CFHI stock, each share of CFHI stock issued and outstanding immediately prior to the Effective Time (other than shares of CFHI stock cancelled as provided below) shall be converted into the right to receive a cash payment of \$1.86.

(ii) At the Effective Time, all shares of CFHI stock owned by CFHI as treasury stock, held by any direct or indirect subsidiary of CFHI immediately prior to the

Effective Time, or owned by First Banks, Inc., a Missouri corporation (the parent corporation of CAC), CAC, or any wholly-owned subsidiary thereof, shall be cancelled and retired and no consideration shall be delivered in exchange therefor.

(iii) The stock transfer books of CFHI shall be closed, and no share transfers will be permitted after the Effective Time. From and after the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, all of the shares of CFHI stock existing immediately prior to the Effective Time shall cease to be outstanding and shall be deemed canceled, and certificates previously representing such shares of CFHI stock shall thereafter represent solely the right to receive the consideration payable pursuant to this Plan of Merger.

(iv) At the Effective Time, the outstanding shares of common stock of CAC shall be converted into an equal number of shares of the Surviving Corporation, so that immediately following the Effective Time, the number of outstanding shares of common stock of Surviving Corporation shall be equal to the number of outstanding shares of common stock of CAC immediately prior to the Merger. Each certificate evidencing ownership of CAC common stock immediately prior to the Effective Time shall, as of the Effective Time, evidence ownership of such shares of the Surviving Corporation.

(v) Any options or warrants to purchase shares of CFHI stock which are outstanding immediately prior to the Effective Time shall be canceled as of the Effective Time.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
07 NOV 30 PM 4:07