

Pa20000120576

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

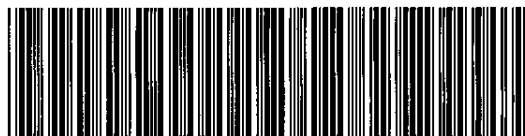
(Business Entity Name)

(Document Number)

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merger

DE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 APR 10 AM 11:47

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 APR 10 AM 11:51

FILED

AOR
4/10/07

1st
Gloria Dougherty PA

Requester's Name

2457 Core Drive

Address

Tallahassee FL 878-2411

City/State/Zip

Phone #

Office Use Only

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

1. Coastal Interim Corporation PO7000038625
(Corporation Name) (Document #)

2. Bayside Financial Corporation PO2000120576
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

ARTICLES OF MERGER
OF
COASTAL INTERIM CORPORATION
WITH
BAYSIDE FINANCIAL CORPORATION

FILED
2007 APR 10 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **Bayside Financial Corporation**, a corporation organized under the laws of the State of Florida.

SECOND: The name of the merging corporation is **Coastal Interim Corporation**, a Florida corporation.

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

FOURTH: The merger shall be effective at 5:00 p.m. on April 10, 2007.

FIFTH: The Plan of Merger was adopted by the Board of Directors of Bayside Financial Corporation on November 29, 2006, and shareholder approval was not required.

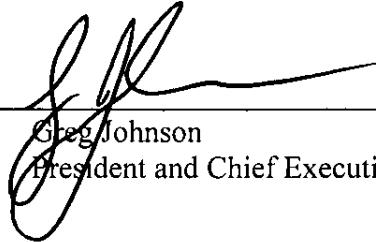
SIXTH: The merger was duly approved by Coastal Community Investments, Inc., the sole shareholder of Coastal Interim Corporation, by consent action dated April 5, 2007.

[Signatures on next page]

IN WITNESS WHEREOF, authorized agents of Coastal Interim Corporation and Bayside Financial Corporation have executed these Articles of Merger this 10th day of April, 2007.

BAYSIDE FINANCIAL CORPORATION

By: _____

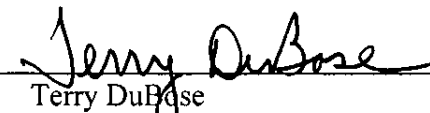


Greg Johnson

President and Chief Executive Officer

COASTAL INTERIM CORPORATION

By: _____



Terry DuBose

President and Chief Executive Officer

\\ODMA\PCDOCS\ATL\1152629\1

EXHIBIT A

**PLAN OF MERGER
BY AND BETWEEN
COASTAL INTERIM CORPORATION
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 Interim Corporation ("Interim"), 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, the sole shareholder of Interim, Coastal Community Investments, Inc. ("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, the acquisition will be structured such that Interim will merge with and into Bayside;

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, Interim shall be merged with and into Bayside. Bayside shall be the survivor of the Merger (the "Resulting Corporation"), and shall operate with the name "Bayside Financial Corporation"

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 Bayside 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 Bayside in effect immediately prior to the Effective Date of the Merger. The Bylaws of the Resulting Corporation shall be the Bylaws of Bayside 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 Interim Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled without the payment of any consideration.

(b) Upon and after the Effective Date, each issued and outstanding share of Bayside Common Stock shall remain unchanged and shall continue to evidence the same number of shares of Bayside 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, and (c) approval of this Plan by Coastal, the sole shareholder of Interim.

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.

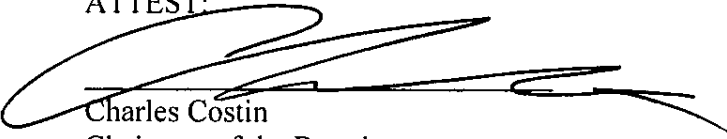
[SEAL]

BAYSIDE FINANCIAL CORPORATION

By: _____


Greg Johnson
President and Chief Executive Officer

ATTEST:


Charles Costin
Chairman of the Board

COASTAL INTERIM CORPORATION

[SEAL]

By: _____


Terry DuBose
President and Chief Executive Officer

ATTEST:


Woody West
Chief Financial Officer


WITNESS: TROY CAMPBELL, SUP