

P03000063183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

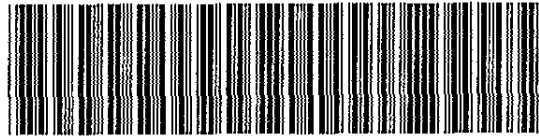
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800027475688

02/05/04--01003--002 **78.75

RECEIVED
04 FEB -4 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 FEB -4 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Oulllette FEB 04 2004

Iglan & Dougherty PA
Requestor's Name
1501 Park Avenue East
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

Office Use Only

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

1. Signature Financial Holdings, Inc. P03000063183
(Corporation Name) (Document #)
2. Signature Bank P99000072575
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

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

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

Examiner's Initials

ARTICLES OF SHARE EXCHANGE
of
SIGNATURE FINANCIAL HOLDINGS, INC., the surviving Florida Corporation,
with
SIGNATURE BANK, a Florida-chartered Commercial Bank

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("Act") SIGNATURE FINANCIAL HOLDINGS, INC. ("Corporation") and SIGNATURE BANK ("Bank") adopt the following Articles of Share Exchange.

1. The Plan of Reorganization and Share Exchange dated May 30, 2003 ("Plan"), between the Corporation and the Bank, was approved and adopted by the shareholders of the Bank on April 23, 2003, and was adopted by the Board of Directors of the Corporation on May 30, 2003, as Section 607.1103(7) of the Act did not require approval by the shareholders of the Corporation.

2. Pursuant to the Plan, all issued and outstanding shares of Bank common stock will be exchanged for a like number of shares of Corporation common stock and the Bank will become a wholly-owned subsidiary of the Corporation.

3. The Plan is attached hereto and incorporated herein by reference as if fully set forth herein.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Plan shall be as of the close of business on the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF, the parties have set their hands this 2nd day of FEBRUARY, 2004.

SIGNATURE FINANCIAL HOLDINGS, INC.

By: David P. Feaster
David P. Feaster, Chief Executive Officer

SIGNATURE BANK

By: David P. Feaster
David P. Feaster, Chief Executive Officer

FILED
04 FEB -4 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF REORGANIZATION AND SHARE EXCHANGE

THIS PLAN OF REORGANIZATION AND SHARE EXCHANGE ("Plan") is entered into this 30th day of May, 2003 by and between Signature Financial Holdings, Inc., a Florida corporation ("Corporation") and Signature Bank, a Florida-chartered commercial bank ("Bank").

1. Distribution to Shareholders. On the Effective Date, as defined herein, all of the shareholders of the Bank not dissenting from the Plan shall exchange all of the outstanding stock of the Bank for a like number of shares of the Corporation and the Bank shall become a wholly-owned subsidiary of the Corporation.
2. Satisfaction of Rights of the Bank's Shareholders. All shares of Corporation stock into which shares of Bank 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 Corporation stock will not be issued to the holders of Bank stock.
4. Vote Required. The Plan must be approved by at least a majority of the outstanding shares of Bank stock entitled to vote at a meeting of shareholders called for such purpose.
5. Dissenter's Shares. No share of Bank common stock as to which dissenter appraisal rights have been validly exercised and perfected and for which cash is payable pursuant to law ("Dissenting Shares") shall be exchanged for Corporation common stock. In lieu thereof, the holders of Dissenting Shares shall be entitled to payment in accordance with the applicable provisions of Section 607.1320, *Florida Statutes*, ("Dissenter Statute") applicable to Florida corporations. If any holder of Dissenting Shares shall effectively withdraw or lose his or her dissenter rights under the Dissenter Statute, such Dissenting Shares shall then be exchanged for Corporation common stock in accordance with the provisions hereof. Dissenting Shares acquired by the Bank pursuant to payment shall be held by the Bank as authorized but unissued shares. Properly exercised Dissenter Shares shall not exceed 20% of the total number of Bank shares outstanding.
6. Stock Option Plans. On the Effective Date, any stock option plan of the Bank's shall be adopted and assumed in its entirety by the Corporation.
7. Supplemental Action. If at any time after the Effective Date, the Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Corporation or the Bank, as the case may be, whether or not 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.

8. Filing with the Florida Secretary of State and Effective Date. Upon the approval of the Federal Reserve Bank of Atlanta of the application to become a bank holding company filed by the Corporation, the Corporation and the Bank 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 therein 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."
9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the Corporation or the Bank 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 the Bank 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.
10. 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 parties, notwithstanding favorable action by the shareholders of the Bank.

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

SIGNATURE FINANCIAL HOLDINGS, INC.

By: /s/ David P. Feaster

David P. Feaster, Chief Executive Officer

SIGNATURE BANK

By: /s/ David P. Feaster

David P. Feaster, Chief Executive Officer