

Division of Corporations

No. 428 P.

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P030000074470

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : THE HOGAN LAW FIRM  
Account Number : 120010000137  
Phone : (352) 799-8423  
Fax Number : (352) 799-8294

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04 JAN 15 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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04 JAN 15 PM 3:23  
DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**  
**CORTEZ COMMUNITY BANK**

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Jan.15. 2004 4:05PM

No.7426 P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 12, 2004

CORTEZ COMMUNITY BANK  
1000 S BROAD STREET  
BROOKSVILLE, FL

SUBJECT: CORTEZ COMMUNITY BANK  
REF: P03000074470

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of Banks must be obtained from the Office of Financial Institutions, 200 E. Gaines Street, Tallahassee, FL 32399-0371.

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) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H04000002987  
Letter Number: 904A00002094



Jan. 15, 2004, 4:06PM

DIVISION OF BANKING



852 No. 742648 P. 3 01/01

DON B. SAXON  
DIRECTOR

OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES  
COMMISSION

JES BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

January 15, 2004

Mr. Thomas S. Hogan, Jr.  
Ms. Deborah Hogan  
The Hogan Law Firm  
Post Office Box 485  
Brooksville, Florida 34605

Dear Mr. and Ms. Hogan:

Re: Cortez Community Bank (in organization), Brooksville, Hernando County, Florida

The Office of Financial Regulation (Office) received your letter on January 14, 2004, requesting the merger of Hogangeneric, Inc. with and into Cortez Community Bank (Cortez), a proposed bank in organization. It is our understanding the merger is for the purpose of transferring ownership of the proposed bank's main office quarters to Cortez. It is also our understanding that Cortez will pay \$925,000 for the bank quarters and site and that any and all carrying costs associated with the original purchase by Hogangeneric, Inc., were part of the proposed bank's organization costs. If any of these assumptions are not correct, please advise the Office in writing as soon as possible.

After having considered the request, the Office concludes that it has no objection to the Applicant merging Hogangeneric, Inc. with and into Cortez prior to a bank charter being issued for Cortez. Please provide the Office with documentation upon the merger becoming effective. Any change from what has been represented in the above referenced information should be reported to the Office for further review and approval. If you have further questions regarding this matter, please call Bruce Ricca at (850) 410-9528.

Sincerely,

Linda B. Charity  
Deputy Director

LBC:br/s:afu-temp

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia  
Bureau of Bank Regulation  
Tampa Area Financial Manager  
Licensing & Chartering

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CORTEZ COMMUNITY BANK  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Hogan  
(Name of person)

The Hogan Law Firm  
(Name of firm/company)

20 South Broad Street  
(Address)

Brooksville, FL 34601  
(City/state and zip code)

For further information concerning this matter, please call:

Deborah Hogan at ( 352 ) 799-8423  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

## 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>Document Number</u> (If known/ applicable)
Cortez Community Bank	Florida	P03000074470

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hogangeneric, Inc.	Florida	P01000063076
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 1/1/ (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1-12-04 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1-12-04 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Jan. 15. 2004 4:06PM  
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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Cortez Community Bank

Signature

Donald R. Page, President

Hogangeneric, Inc.

**Thomas S. Hogan, Jr., President**

## **PLAN OF MERGER**

The terms and conditions of the Plan of Merger between **CORTEZ COMMUNITY BANK**, a Florida Corporation ("Surviving Corporation"), and **HOGANGENERIC, INC.**, a Florida corporation ("Absorbed Corporation"), and is submitted in accordance with section 607.1101 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

### **RECITALS**

WHEREAS, Cortez Community Bank is a corporation organized and existing under the laws of the State of Florida. Its principal office is located at 1000 Broad Street, Brooksville, Florida 34601; and

WHEREAS, Hogangeneric, Inc. is a corporation organized and existing under the laws of the State of Florida. Its principal office is located at 20 South Broad Street, Brooksville, Florida 34601; and

WHEREAS, Hogangeneric, Inc. has a capitalization of one hundred (100) authorized shares of common voting stock, of which one (1) share is issued and outstanding; and

WHEREAS, Cortez Community Bank has a capitalization of two million (2,000,000) authorized shares of common voting stock, of which Seven Hundred Thirty Five Thousand Eighty Nine (735,089) shares are issued and outstanding.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises contained herein, subject to the conditions set forth in this Plan of Merger, the parties agree as follows:

1. The above recitals are incorporated herein by reference as if fully set forth in *haec verba*.

2. The name and jurisdiction of the Surviving Corporation shall be Cortez Community Bank, 1000 Broad Street, Brooksville, Hernando County, Florida 34601.

3. The name and jurisdiction of the merging corporation is Hogangeneric, Inc., 20 South Broad Street, Brooksville, Hernando County, Florida 34601.

4. The terms and conditions of the merger are as follows:

- (a) The Board of Directors of the above-named corporations deem it desirable and in the best interests of the corporations and shareholders that Hogangeneric, Inc. be merged into Cortez Community Bank. This merger will be pursuant to the provisions of Fla. Stat. § 607.1101, *et seq.*
- (b) Hogangeneric, Inc. will merge with Cortez Community Bank, which will be the surviving corporation.
- (c) On the effective date of the merger, the separate existence of the absorbed corporation will cease and the surviving corporation will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the absorbed corporation without the necessity for separate transfer. The surviving corporation will then be responsible and liable for all liabilities and obligations of the absorbed corporation. Neither the rights of creditors, nor any liens on the property of the absorbed corporation will be impaired or affected by the merger. The purpose, county and location of the principal office for the transaction of business shall be as it appears in the Amended and Restated Articles of Incorporation.

5. The Articles of Incorporation shall be, on the effective date of merger, amended and restated as attached hereto.



6. The surviving corporation's bylaws will continue to be its bylaws following the effective date of the merger.

7. The manner and basis of converting the shares of the absorbed corporation shall be as follows:

- (a) Each share of common stock with a par value of \$1.00 per share of Hogangeneric, Inc. issued and outstanding on the effective date of merger shall be extinguished and the holder thereof shall be paid \$1.00 per share by the surviving corporation.
- (b) After the date of the merger, the holder of a certificate for one (1) share of common stock in Hogangeneric, Inc. shall surrender it to the surviving corporation or its duly appointed agent in the manner that the surviving corporation shall legally require. On receipt of the share certificate, the surviving corporation shall pay the shareholder \$1.00.
- (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends or any shares of stock in the surviving corporation.

8. The names and addresses of the persons who shall constitute the board of directors of the surviving corporation and shall hold office until the first annual meeting of the shareholders of the surviving corporation are as set forth in the Amended and Restated Articles of Incorporation attached hereto.

9. This Plan of Merger was submitted to the directors of the above-named corporations for their approval in the manner provided in the respective corporations' bylaws and the laws of the State of Florida and no approval of shareholders is required.

10. None of the corporations will, prior to the date of this merger, engage in any activity or transaction other than the ordinary course of business and shall not pay dividends. All parties shall take all actions necessary or appropriate under Florida law to consummate this merger.

11. The effective date of this merger will be the date when articles of merger are filed with the Secretary of State for the State of Florida.

Executed this 12<sup>th</sup> day of January 2004.

Signed, sealed and delivered

*Susanne M'Gran*  
*Dominic H. Strand*

**HOGANGENERIC, INC., a Florida corporation**

By: *[Signature]*  
Thomas S. Hogan, Jr., President

*Susanne M'Gran*  
*Dominic H. Strand*

**CORTEZ COMMUNITY BANK, a Florida corporation**

By: *[Signature]*  
Donald R. Page, President

22499

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CORTEZ COMMUNITY BANK**

**ARTICLE I**

The name of the corporation shall be Cortez Community Bank and its initial place of business shall be at 1000 S. Broad Street, Brooksville, in the County of Hernando, State of Florida.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

**ARTICLE IV**

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

**ARTICLE V**

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which

such action has been authorized, increase the number of directors and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
Dr. Lingappa Amarchand	14387 Hunt Club Lane Spring Hill, FL 34609
Eugene A. Berry	7598 Aralia Way Largo, FL 33777
Terry G. Bickel	24132 Westminster Court Brooksville, FL 34601
Joyce P. Brooks	5254 Sandra Drive Brooksville, FL 34601
Mary Beth Gary	9311 Wallien Drive Brooksville, FL 34601
JoAnn E. Guckian	9365 Elida Road Spring Hill, FL 34608
Thomas S. Hogan, Jr.	P.O. Box 12 Brooksville, FL 34605
Becky L. Leavell	2045 Anderson Snow Road Spring Hill, FL 34609
Derrill S. McAteer	20491 Powell Road Brooksville, FL 34604
Mukesh H. Mehta, M.D.	18641 Avenue Capri Lutz, FL 33558
Donald R. Page	2727 Orchid Oaks Drive, Unit 205C Sarasota, FL 34239
Ralph V. Taglia	4464 Golf Club Lane Brooksville, FL 34609
John S. Turner, Sr.	24198 Westminster Court Brooksville, FL 34601
Barry J. Weber	4939 Cedarbrook Lane Spring Hill, FL 34607

#### ARTICLE VI

The name and Florida street address of the registered agent is:

Thomas S. Hogan, Jr.  
20 South Broad Street  
Brooksville, FL 34601

Na. 7426 P. 13

Effective date: Date of filing.

By:

Donald R. Page, President/Director