

PO5000044774

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(Business Entity Name)

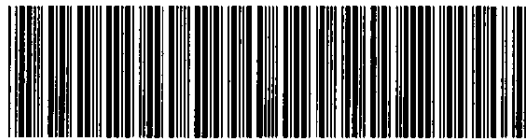
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FILED
2009 MAY -6 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Share Exchange
TB 5-7-09

THOMAS D. LUMPKIN, II

ATTORNEY AT LAW

515 GABLES INTERNATIONAL PLAZA

2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-0005

TELEFAX (305) 444-5366

April 17, 2009

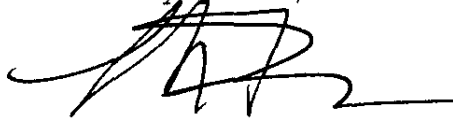
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Share Exchange

Ladies and Gentlemen:

Enclosed with this are original Articles of Share Exchange for filing, together with a check payable to the Florida Department of State for \$35.00 for the filing fee.

Sincerely yours,



Thomas D. Lumpkin, II,

TDL II:ps
Enclosures

cc: Ms. Lorie Yarchin (w/ certain enc.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2009

THOMAS D. LUMPKIN, II
ATTORNEY AT LAW
2655 LEJEUNE RD STE 515
CORAL GABLES, FL 33134

SUBJECT: BISCAYNE BANK
Ref. Number: P05000044774

We have received your document for BISCAYNE BANK and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file your document is \$70.00.

There is a balance due of \$35.00.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 109A00013370

4/30/09

Teresa - per our conversation this morning, there is an additional \$35.00 check. The

RECEIVED
2009 MAY -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE
FOR
BISCAYNE BANK
AND
BISCAYNE BANCSHARES, INC.

FILED
2009 MAY -6 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Share Exchange are submitted for filing in accordance with §607.1105, Fla. Stat. (2008):

1. On April 1, 2009, Biscayne Bank, a Florida banking corporation, and Biscayne Bancshares, Inc., a Florida corporation, acting through their respective Boards of Directors, adopted an Agreement and Plan of Share Exchange dated the same date (the "Exchange Agreement") and recommended the Exchange Agreement for approval by Biscayne Bank's shareholders.
2. The plan set forth in the Exchange Agreement provides for each issued and outstanding share of common stock, par value \$5.00 per share, of Biscayne Bank to be converted into the right to receive one share of the common stock, par value \$0.01 per share, of Biscayne Bancshares, Inc., subject to the terms and conditions of the Exchange Agreement, such that, on the effective date of the exchange, each shareholder of Biscayne Bank shall hold the same number of shares in Biscayne Bancshares, Inc., subject to the rights of shareholders who dissent.
3. On April 16, 2009, the shareholders of Biscayne Bank approved the Exchange Agreement. Approval by the shareholder(s) of Biscayne Bancshares, Inc. is not required.
4. The effective date of the exchange shall be the date on which these Articles of Share Exchange are filed.

BISCAYNE BANK

By: 

Thomas D. Lumpkin, II,
Chairman of the Board

BISCAYNE BANCSHARES, INC.

By: 

Thomas D. Lumpkin, II,
Chairman of the Board