

**PD5000118467**

**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**Sunshine Bank**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	<del>\$68.75</del>

**\$78.75**

35.00 Filing  
35.00 Filing  
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**ARTICLES OF MERGER  
OF  
FLORIDA BANK OF COMMERCE  
INTO  
SUNSHINE BANK**

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Florida Bank of Commerce and Sunshine Bank do hereby adopt the following Articles of Merger:

**First:** The names of the banks that are parties to the merger (the "Merger") contemplated by these Articles of Merger are Florida Bank of Commerce and Sunshine Bank. The surviving bank in the Merger is Sunshine Bank, which shall continue to conduct its business following the effectiveness of the Merger under the name "Sunshine Bank".

**Second:** The Plan of Merger is attached hereto as Exhibit A.

**Third:** The Merger will be effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fourth:** The Plan of Merger was adopted by Sunshine Bancorp, Inc., the sole shareholder of Sunshine Bank, and FBC Bancorp, Inc., the sole shareholder of Florida Bank of Commerce, on October 31, 2016.

**Fifth:** The Federal Stock Charter of Sunshine Bank shall serve as the Federal Stock Charter of Sunshine Bank, as the surviving bank, until amended thereafter in accordance with applicable law.

**Sixth:** Following the Merger, the directors of Sunshine Bank are as follows:

Andrew S. Samuel  
Ray H. Rollyson, Jr.  
Joseph E. Newsome  
W. D. McGinness, Jr.  
D. William Morrow  
George Palmer  
William E. Pommerening  
Marion M. Smith  
Will Weatherford  
Kenneth H. Compton  
Malcolm Kirschenbaum  
Sal A. (Joe) Nunziata

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John C. Reich

James T. Swann

Dana S. Kilborne

Following the Merger, the officers of Sunshine Bank are as follows:

Andrew S. Samuel	-	Chief Executive Officer
Janak M. Amin	-	Co-President
Dana S. Kilborne	-	Co-President and Chief Banking Officer
Falene Ellis	-	Secretary
Jane Tompkins	-	Executive Vice President and Chief Risk Officer
John D. Finley	-	Executive Vice President and Chief Financial Officer

**Seventh:** The address of the principal office of Sunshine Bank is 102 West Baker Street, Plant City, Florida 33563.

**Eighth:** Sunshine Bank (a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger, and (b) agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

*[Signature page follows]*

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on the 31 day of October, 2016.

**SUNSHINE BANK**

By: 

Name: Andrew S. Samuel

Title: Chief Executive Officer

**FLORIDA BANK OF COMMERCE**

By: \_\_\_\_\_

Name: Dana S. Kilbame

Title: President and Chief Executive Officer

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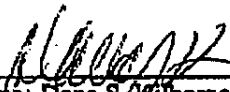
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IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on the 31 day of October, 2016.

**SUNSHINE BANK**

By: \_\_\_\_\_  
Name: Andrew S. Samuel  
Title: Chief Executive Officer

**FLORIDA BANK OF COMMERCE**

By:  \_\_\_\_\_  
Name: Dana S. Kilborne  
Title: President and Chief Executive Officer

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**EXHIBIT A**

**PLAN OF MERGER**

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**PLAN OF BANK MERGER  
BETWEEN  
SUNSHINE BANK  
AND  
FLORIDA BANK OF COMMERCE**

This Plan of Bank Merger (the "Plan of Bank Merger") is made as of this 31 day of October, 2016, by and between Sunshine Bank, a Federal savings bank ("Buyer Bank") and wholly-owned subsidiary of Sunshine Bancorp, Inc., a Maryland corporation ("Buyer"), and Florida Bank of Commerce, a Florida state bank ("Company Bank"), and wholly-owned subsidiary of FBC Bancorp, Inc., a Florida corporation ("Company").

WHEREAS, each of the Boards of Directors of Company Bank and Buyer Bank deems it advisable and in the best interest of each of their respective institutions and, subject to the merger of Company with and into Buyer (the "Holding Company Merger") as contemplated in that certain Agreement and Plan of Merger dated as of May 9, 2016 by and among Buyer, Buyer Bank, Company and Company Bank (the "Holding Company Merger Agreement"), for Company Bank to be merged with and into Buyer Bank (the "Bank Merger") on the terms and conditions provided in this Plan of Bank Merger. At the Effective Time (as defined below) of the Bank Merger, the outstanding shares of common stock of Company Bank shall be cancelled, and Buyer Bank shall continue to conduct its business and operations as a wholly-owned, first-tier subsidiary of Buyer. It is intended that the Bank Merger for federal income tax purposes shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE in consideration of the covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Company Bank and Buyer Bank hereby make, adopt and approve this Plan of Bank Merger in order to set forth the terms and conditions of the merger of Company Bank with and into Buyer Bank.

**SECTION 1. TERMS OF MERGER**

1.1 *The Merger.* Subject to the terms and conditions of this Plan of Bank Merger, at the time the Bank Merger becomes effective under applicable law (the "Effective Time"), Company Bank shall be merged with and into Buyer Bank in accordance with the provisions of and with the effect provided in the Financial Institutions Codes of Florida, as well as the regulations promulgated by the Office of the Comptroller of the Currency (the "OCC"). Buyer Bank shall be the surviving bank resulting from the Bank Merger (the "Surviving Bank") and shall continue to be a savings bank organized under the laws of the United States of America. The Bank Merger shall be consummated pursuant to the terms of this Plan of Bank Merger. The Bank Merger shall not be consummated unless and until the Holding Company Merger has been consummated and all required regulatory approvals and shareholder approvals have been received.

1.2 *Business of Surviving Bank.* The business of the Surviving Bank from and after the Effective Time shall be that of a savings bank organized under the laws of the United States of America. The business of the Surviving Bank shall be conducted from its main office and all branches, whether in operation or approved but unopened, at the Effective Time.

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1.3 *Charter.* The Articles of Association of Buyer Bank in effect immediately prior to the Effective Time shall be the Articles of Association of the Surviving Bank immediately following the Effective Time, until otherwise amended or repealed.

1.4 *Bylaws.* The bylaws of Buyer Bank in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Bank immediately following the Effective Time, until otherwise amended or repealed.

1.5 *Directors and Officers.*

(a) The total number of persons serving on the board of directors of the Surviving Bank shall be fifteen (15) and shall be named in the Articles of Merger.

(b) The principal officers of the Surviving Bank upon the Effective Time shall be:

Andrew S. Samuel	-	Chief Executive Officer
Janak M. Amin	-	Co-President
Dana S. Kilborne	-	Co-President and Chief Banking Officer
Falene Ellis	-	Secretary
Jane Tompkins	-	Executive Vice President and Chief Risk Officer
John D. Finley	-	Executive Vice President and Chief Financial Officer

1.6 *Continuation in Business.* The Surviving Bank shall continue in business with the assets and liabilities of each of Buyer Bank and Seller Bank.

## SECTION 2. MANNER OF CONVERTING SHARES

2.1 *Conversion of Shares.* At the Effective Time, by virtue of the Bank Merger and without any action on the part of the holders thereof, the shares of the constituent banks shall be converted as follows:

(a) Each share of Buyer Bank common stock issued and outstanding at the Effective Time shall remain issued and outstanding from and after the Effective Time.

(b) Each share of Company Bank common stock issued and outstanding at the Effective Time shall be cancelled upon the Effective Time, and no consideration shall be delivered in exchange therefor.

2.2 *Exchange Procedures.* Promptly after the Effective Time, the sole shareholder of Company Bank shall surrender the certificate or certificates representing the common stock of Company Bank owned by it to the Surviving Bank.

## SECTION 3. TERMINATION

3.1 *Termination.* Notwithstanding any other provision of this Plan of Bank Merger, and

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notwithstanding the approval of this Plan of Bank Merger by the shareholders of Buyer Bank and Company Bank, this Plan of Bank Merger shall be terminated and the Bank Merger shall be abandoned automatically and without the necessity of any further action by any party in the event of the termination of the Holding Company Merger Agreement, and this Plan of Bank Merger may be terminated and the Bank Merger abandoned at any time prior to the Effective Time:

(a) By mutual consent of the Board of Directors of Buyer Bank and the Board of Directors of Company Bank; or

(b) By the Board of Directors of either Buyer Bank or Company Bank in the event that the Bank Merger shall not have been consummated by May 9, 2017; or

(c) By the Board of Directors of either Buyer Bank or Company Bank in the event that any of the conditions precedent to the consummation of the Bank Merger cannot, through no fault of the terminating party, be satisfied or fulfilled by May 9, 2017.

3.2 *Effect of Termination.* In the event of the termination and abandonment of this Plan of Bank Merger pursuant to Section 3.1 immediately preceding, this Plan of Bank Merger shall become void and have no effect.

[signature page immediately follows]

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IN WITNESS WHEREOF, this Plan of Bank Merger has been executed on the day and year first above mentioned.

**SUNSHINE BANK**

By: 

Andrew S. Samuel  
Chief Executive Officer

**FLORIDA BANK OF COMMERCE**

By: 

Dana S. Kilborns  
President and Chief Executive Officer