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14 APR 30 AM 9:46
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TALLAHASSEE, FLORIDA



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: April 30, 2014

TO: Brenda Tadlock, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions *John Pullen*

SUBJECT: Merger of Orange Bank of Florida into Floridian Bank

Attached are an original and two copies of the merger-related documents to be effective at 5:00 p.m. on April 30, 2014:

Please provide one certified copy of these documents to my attention at:

Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

Please provide one certified copy to the following:

John P. Greeley, Esquire
Smith Mackinnon, PA
Suite 800
255 South Orange Avenue
Orlando, Florida 32801

Attached is a \$87.50 check which represents payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call John P. Greeley, Esquire at (407) 843-7300.

Attachments

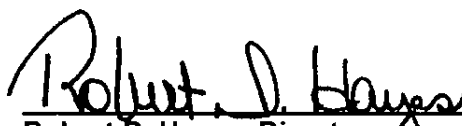
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SECRETARY OF FINANCE
TALLAHASSEE, FLORIDA

OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on April 17, 2014, to merge Orange Bank of Florida, Lake Mary, Seminole County, Florida, and Floridian Bank, Daytona Beach, Volusia County, Florida, and being satisfied that the conditions of approval have been met, I approve for filing with the Florida Department of State, the attached "Plan of Merger and Merger Agreement," which contains the Articles of Incorporation of Floridian Bank (the resulting bank), so that, effective 5:00 p.m. on April 30, 2014, they shall read as stated herein.

Signed on this 24th day
of April, 2014.


Robert D. Hayes, Director
Division of Financial Institutions

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14 APR 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ORANGE BANK OF FLORIDA 005000032414
INTO
FLORIDIAN BANK 006000014679

Orange Bank of Florida and Floridian Bank do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Orange Bank of Florida and Floridian Bank. The surviving corporation in the Merger is Floridian Bank, which shall continue to conduct its business following effectiveness of the Merger under the name "Floridian Bank."

SECOND: The Plan of Merger is set forth in the Plan of Merger and Merger Agreement dated December 19, 2013, by and among Floridian Bank and Orange Bank of Florida. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 5:00 p.m., Daytona Beach, Florida time, on April 30, 2014.

FOURTH: The Merger Agreement was adopted by the sole shareholder of Orange Bank of Florida and Floridian Bank on December 13, 2013.

FIFTH: The Articles of Incorporation of Floridian Bank shall serve as the Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.

[Signature page follows]

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of April 22, 2014.

Orange Bank of Florida

By: Thomas H. Dargan
Thomas H. Dargan
President and Chief Executive
Officer

Floridian Bank

By: Keith A. Bulko
Keith A. Bulko
President and Chief Executive
Officer

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14 APR 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER AND MERGER AGREEMENT

**For the merger of
ORANGE BANK OF FLORIDA**

**with and into
FLORIDIAN BANK
under the charter of
FLORIDIAN BANK
under the title of
"FLORIDIAN BANK"
("Resulting Bank")**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 19th day of December, 2013, between Floridian Bank (hereinafter referred to as Floridian Bank and the "Resulting Bank"), a Florida banking corporation, with its main office located at 1696 North Clyde Morris Boulevard, Daytona Beach, Florida 32117 and Orange Bank of Florida (hereinafter referred to as "Orange Bank"), a Florida banking corporation, with its main office located at 519 North Magnolia Avenue, Orlando, Florida 32801.

WHEREAS, a majority of the entire Boards of Directors of each of Floridian Bank and Orange Bank (collectively, the "Banks") have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes.

WHEREAS, each of the Banks is entering this Agreement to provide for the merger of Orange Bank with and into Floridian Bank, with Floridian Bank being the surviving corporation of such merger transaction.

WHEREAS, each of the Banks is a wholly owned subsidiary of Floridian Financial Group, Inc. ("BHC"), which has authorized, adopted and approved this Agreement as the sole shareholder of each of the Banks.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

Orange Bank shall be merged with and into Floridian Bank, with Floridian Bank thereby becoming the Resulting Bank, under the charter of the Resulting Bank (the "Merger").

SECTION 2

The name of the Resulting Bank shall be "Floridian Bank." The Resulting Bank will not exercise trust powers.

SECTION 3

The business of the Resulting Bank shall be that of a state banking corporation. This business shall be conducted by the Resulting Bank at its main office which shall be located at 1696 North Clyde Morris Boulevard, Daytona Beach, Florida 32117, as well as its branch offices and all of the banking offices of Orange Bank(which such banking offices shall continue to conduct operations after the closing of the Merger as branch offices of Floridian Bank).

SECTION 4

Immediately upon the Merger becoming effective, the amount of issued and outstanding capital stock of the Resulting Bank shall be the amount of capital stock of Floridian Bank issued and outstanding immediately prior to the Merger becoming effective. Preferred stock shall not be issued by the Resulting Bank.

SECTION 5

All assets of the Banks and the Resulting Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and the Resulting Bank shall be responsible for all the liabilities of every kind and description, of each of the Bank and the Resulting Bank existing as of the effective time of the Merger.

SECTION 6

Orange Bank shall contribute to the Resulting Bank acceptable assets having a book value, over and above its liability to its creditors, in such amounts as set forth on the books of Orange Bank at the time the Merger becomes effective.

SECTION 7

At the effective time of the Merger, each outstanding share of common stock of Orange Bank, in exchange for the assets contributed by each of Orange Bank, to the Resulting Bank, shall be cancelled with no consideration paid therefor. Outstanding certificates representing common stock of Orange Bank shall, at the effective time of the Merger, be cancelled.

Outstanding certificates representing shares of the common stock of each of Orange Bank shall, at the effective time of the Merger, be cancelled.

SECTION 8

Upon the Merger becoming effective, the then outstanding shares of the Floridian Bank Common Stock shall continue to remain outstanding shares of Floridian Bank, all of which shall continue to be owned by BHC.

SECTION 9

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Bank following the effective time of the Merger and until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified:

A. Directors:

Charles M. Burkett

Keith A. Bulko

Thomas H. Dargan, Jr.

Richard M. Dunn

Truman E. Gailey, Jr.

Leonard H. Habas

Peter B. Heebner

Jennings L. Hurt, III

Blaine Staed Lansberry

Roxy Marrese, Jr.

Jerome McCauley

Salvatore Nunziata, Jr.

Jeffery D. Parks

David G. Ramshaw

B. Executive Officers:

<u>Name</u>	<u>Position</u>
Thomas H. Dargan, Jr.	Chief Executive Officer
Keith A. Bulko	President/Senior Credit Officer
Teague Gilliland	Executive Vice President/Chief Information Officer/Chief Operations Officer
Jorge F. Sanchez	Executive Vice President/Chief Financial Officer and Chief Investment Officer

C. Addresses:

The address of the Directors and Executive Officers as set forth above is the address of the main office of Floridian Bank.

SECTION 10

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of the Banks; or

(b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the Resulting Bank, upon and after the Merger, to conduct all or any part of the business activities being conducted by the Banks as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) The Merger has not been consummated by December 31, 2014 (unless extended by the mutual consent of the parties hereto); or

(d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of any of the Banks, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the Banks to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the Banks, BHC or the directors, officers, employees, agents or shareholders of any of them.

SECTION 11

This Agreement has been approved by BHC, which owns all of the outstanding shares of each of the Banks, and the Merger shall become effective at the time specified in a Certificate to be issued by the Florida Office of Financial Regulation, pursuant to Section 658.45, Florida Statutes, under the seal of such office, approving the Merger.

SECTION 12

This Agreement is also subject to the following terms and conditions:

(a) The Florida Office of Financial Regulation and the Federal Deposit Insurance Corporation shall have approved this Agreement and the Merger and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger, and any statutory waiting period shall have expired.

SECTION 13

Each of the Banks hereby invites and authorizes the Florida Office of Financial Regulation to examine each of such bank's records in connection with the Merger.

SECTION 14

Effective as of the time this Merger shall become effective as specified in the "Certificate of Merger" to be issued by the Florida Office of Financial Regulation, the Articles of Incorporation of the Resulting Bank shall consist of the Articles of Incorporation of the Resulting Bank as in effect immediately prior to the time this Merger shall become effective.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.

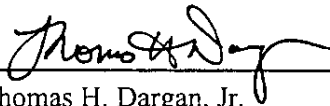
FLORIDIAN BANK

By: _____


Keith A. Bulko

President and Chief Executive Officer

ORANGE BANK

By: 
Thomas H. Dargan, Jr.
President and Chief Executive Officer

PLAN OF MERGER AND MERGER AGREEMENT

**For the merger of
ORANGE BANK OF FLORIDA**

**with and into
FLORIDIAN BANK
under the charter of
FLORIDIAN BANK
under the title of
"FLORIDIAN BANK"
("Resulting Bank")**

THIS PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made this 19th day of December, 2013, between Floridian Bank (hereinafter referred to as Floridian Bank and the "Resulting Bank"), a Florida banking corporation, with its main office located at 1696 North Clyde Morris Boulevard, Daytona Beach, Florida 32117 and Orange Bank of Florida (hereinafter referred to as "Orange Bank"), a Florida banking corporation, with its main office located at 519 North Magnolia Avenue, Orlando, Florida 32801.

WHEREAS, a majority of the entire Boards of Directors of each of Floridian Bank and Orange Bank (collectively, the "Banks") have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes.

WHEREAS, each of the Banks is entering this Agreement to provide for the merger of Orange Bank with and into Floridian Bank, with Floridian Bank being the surviving corporation of such merger transaction.

WHEREAS, each of the Banks is a wholly owned subsidiary of Floridian Financial Group, Inc. ("BHC"), which has authorized, adopted and approved this Agreement as the sole shareholder of each of the Banks.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

Orange Bank shall be merged with and into Floridian Bank, with Floridian Bank thereby becoming the Resulting Bank, under the charter of the Resulting Bank (the "Merger").

SECTION 2

The name of the Resulting Bank shall be "Floridian Bank." The Resulting Bank will not exercise trust powers.

SECTION 3

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SECTION 5

All assets of the Banks and the Resulting Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and the Resulting Bank shall be responsible for all the liabilities of every kind and description, of each of the Bank and the Resulting Bank existing as of the effective time of the Merger.

SECTION 6

Orange Bank shall contribute to the Resulting Bank acceptable assets having a book value, over and above its liability to its creditors, in such amounts as set forth on the books of Orange Bank at the time the Merger becomes effective.

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At the effective time of the Merger, each outstanding share of common stock of Orange Bank, in exchange for the assets contributed by each of Orange Bank, to the Resulting Bank, shall be cancelled with no consideration paid therefor. Outstanding certificates representing common stock of Orange Bank shall, at the effective time of the Merger, be cancelled.

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SECTION 9

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A. Directors:

Charles M. Burkett

Keith A. Bulko

Thomas H. Dargan, Jr.

Richard M. Dunn

Truman E. Gailey, Jr.

Leonard H. Habas

Peter B. Heebner

Jennings L. Hurt, III

Blaine Staed Lansberry

Roxy Marrese, Jr.

Jerome McCauley

Salvatore Nunziata, Jr.

Jeffery D. Parks

David G. Ramshaw

B. Executive Officers:

<u>Name</u>	<u>Position</u>
Thomas H. Dargan, Jr.	Chief Executive Officer
Keith A. Bulko	President/Senior Credit Officer
Teague Gilliland	Executive Vice President/Chief Information Officer/Chief Operations Officer
Jorge F. Sanchez	Executive Vice President/Chief Financial Officer and Chief Investment Officer

C. Addresses:

The address of the Directors and Executive Officers as set forth above is the address of the main office of Floridian Bank.

SECTION 10

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of the Banks; or

(b) Any action, consent, or approval, governmental or otherwise, which is necessary to permit or enable the Resulting Bank, upon and after the Merger, to conduct all or any part of the business activities being conducted by the Banks as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) The Merger has not been consummated by December 31, 2014 (unless extended by the mutual consent of the parties hereto); or

(d) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of any of the Banks, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by any of the Banks to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of any of the Banks, BHC or the directors, officers, employees, agents or shareholders of any of them.

SECTION 11

This Agreement has been approved by BHC, which owns all of the outstanding shares of each of the Banks, and the Merger shall become effective at the time specified in a Certificate to be issued by the Florida Office of Financial Regulation, pursuant to Section 658.45, Florida Statutes, under the seal of such office, approving the Merger.

SECTION 12

This Agreement is also subject to the following terms and conditions:

(a) The Florida Office of Financial Regulation and the Federal Deposit Insurance Corporation shall have approved this Agreement and the Merger and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger, and any statutory waiting period shall have expired.

SECTION 13

Each of the Banks hereby invites and authorizes the Florida Office of Financial Regulation to examine each of such bank's records in connection with the Merger.

SECTION 14

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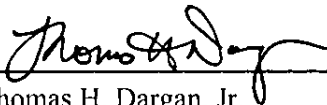
IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger and Merger Agreement effective as of the date and year first set forth above.

FLORIDIAN BANK

By: _____


Keith A. Bulko
President and Chief Executive Officer

ORANGE BANK

By: 
Thomas H. Dargan, Jr.
President and Chief Executive Officer

**ARTICLES OF INCORPORATION
OF
FLORIDIAN BANK**

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Floridian Bank and its initial place of business shall be at 299 West Granada, Suite C, Ormond Beach, Volusia County, Florida 32176.

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 3,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$7,500,000 in paid-in common capital stock to be divided into 1,500,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$6,850,000.

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). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Keith A. Bulko	63 Coquina Ridge Way, Ormond Beach, Florida 32174
Charles M. Burkett	6 Crooked Bridge Way, Ormond Beach, Florida 32174
Thomas H. Dargan, Jr.	140 John Anderson Drive, Ormond Beach, Florida 32176
Truman E. Gailey, Jr.	936 John Anderson Drive, Ormond Beach, Florida 32176
John E. Graham, Jr.	11A Buckskin Lane, Ormond Beach, Florida 32174

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

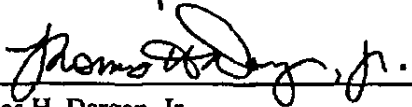
Blaine Staed Lansberry	1980 S. Peninsula Drive, Daytona Beach, Florida 32118
E. Joseph LeCompte, Jr.	2560 S. Peninsula Drive, Daytona Beach, Florida 32118
Roxy Marrese, Jr.	6 Moss Point Drive, Ormond Beach, Florida 32174
Stephen B. McGee	109 Willow Tree Lane, Longwood, Florida 32750
Jeffrey D. Parks	140 John Anderson Drive, Ormond Beach, Florida 32176
David G. Ramshaw	1516 N. Atlantic Avenue, Daytona Beach, Florida 32118

A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Thomas H. Dargan, Jr., 140 John Anderson Drive, Ormond Beach, FL 32176.

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 23rd day of JANUARY, 2006.


Thomas H. Dargan, Jr.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

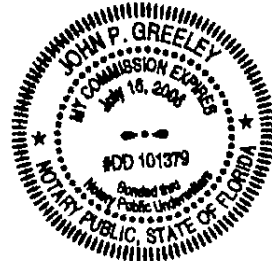
The foregoing instrument was acknowledged before me this 23rd day of JANUARY, 2006, by Thomas H. Dargan, Jr..

Printed Name: John P. Greeley
Notary Public - State of Florida at Tallahassee, Florida

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

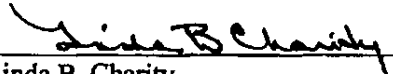
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED



Approved by the Florida Office of Financial Regulation this _____ day of _____
2006.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA