

PD6000046257

(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



700112665367

11/29/07--01004--016 **87.50

EFFECTIVE DATE

11/30/07

FILED

07 NOV 29 PM 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SP 11/29

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

November 28, 2007

Via Federal Express

Ms. Karon Beyer
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: CenterState Bank Mid Florida/First National Bank of Chatooga County

Dear Karon:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Merger submitted for filing;
2. A check in the amount of \$87.50 (\$70.00 for filing fee and \$17.50 for two certified copies of the Articles of Merger); and
3. Two photocopies of the executed Articles of Merger.

Please file the enclosed document as soon as possible and return to us two certified copies of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: James J. Antal w/o enclosure
Senior Vice President and CFO
CenterState Banks of Florida, Inc.

ARTICLES OF MERGER
OF
CENTERSTATE BANK MID FLORIDA
INTO
ATLANTIC SOUTHERN BANK

EFFECTIVE DATE
11/30/07

FILED

07 NOV 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atlantic Southern Bank and CenterState Bank Mid Florida 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 Atlantic Southern Bank and CenterState Bank Mid Florida. The surviving corporation in the Merger is Atlantic Southern Bank, which shall continue to conduct its business following effectiveness of the Merger under the name "Atlantic Southern Bank."

SECOND: A copy of the Plan of Merger is attached hereto as **Exhibit A** and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger shall become effective at 5:01 p.m., Eastern Standard Time, on November 30, 2007.

FOURTH: The Plan of Merger was approved by Atlantic Southern Financial Group, Inc., the sole shareholder of Atlantic Southern Bank, on July 30, 2007, and by CenterState Banks of Florida, Inc., the sole shareholder of CenterState Bank Mid Florida, on July 27, 2007.

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

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of November 28, 2007.

ATLANTIC SOUTHERN BANK

By: Mark A. Stevens
Mark A. Stevens
President and
Chief Executive Officer

CENTERSTATE BANK MID FLORIDA

By: Timothy A. Pierson
Timothy A. Pierson
President and
Chief Executive Officer

STATE OF GEORGIA
COUNTY OF BIBB

The foregoing instrument was acknowledged before me this 15th day of November, 2007, by Mark A. Stevens, as President and Chief Executive Officer of Atlantic Southern Bank.

Amy A. Wise
Printed Name: Amy A. Wise
Notary Public, State of Georgia

AMY A WISE
Notary Public, Bibb County, Georgia
My Commission Expires June 20, 2011

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 28 day of November, 2007, by Timothy A. Pierson, as President and Chief Executive Officer of CenterState Bank Mid Florida.



Candie Lewis
Printed Name: Candie Lewis
Notary Public, State of Florida

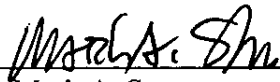
Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

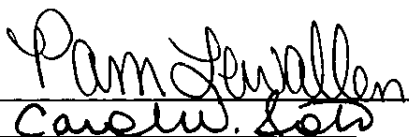
IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be affixed hereto, all as of the day and year first above written.

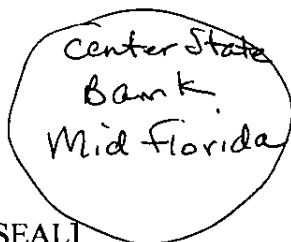
ATLANTIC SOUTHERN BANK

[BANK SEAL]

By: 
Mark A. Stevens
President and Chief Executive Officer

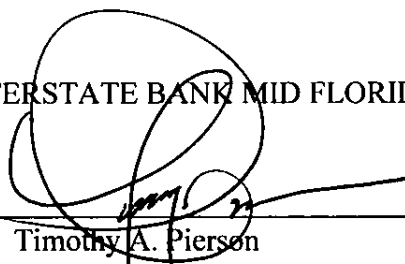
ATTEST:


Secretary



[BANK SEAL]

CENTERSTATE BANK MID FLORIDA

By: 
Timothy A. Pierson
President and Chief Executive Officer

ATTEST:

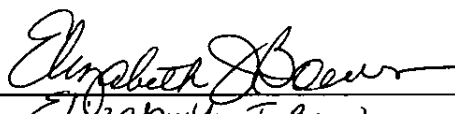

Elizabeth J. Bowen
Secretary

EXHIBIT A

**PLAN OF MERGER
BY AND BETWEEN
ATLANTIC SOUTHERN BANK
AND
CENTERSTATE BANK MID FLORIDA**

This Plan of Merger (the "Plan") is made and entered into as of the 10th day of August, 2007, by and between Atlantic Southern Bank ("Atlantic Southern"), a bank organized under the laws of the State of Georgia and located in Macon, Georgia, and CenterState Bank Mid Florida ("Target"), a bank organized under the laws of the State of Florida and located in Leesburg, Florida.

W I T N E S S E T H:

WHEREAS, on August 10, 2007, Atlantic Southern and its parent, Atlantic Southern Financial Group, Inc. ("ASFG"), and CenterState Banks of Florida, Inc. ("CSB") and Target, its wholly-owned subsidiary, entered into an Agreement and Plan of Merger (the "Agreement"), pursuant to which Atlantic Southern will acquire Target (the "Merger");

WHEREAS, pursuant to the Agreement, Target will merge with and into Atlantic Southern;

NOW, THEREFORE, in consideration of the above premises and the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. Merger. Pursuant to the provisions of Section 18(c) of the Federal Deposit Insurance Act and Part 14 of the Financial Institutions Code of Georgia, Target shall be merged with and into Atlantic Southern. Atlantic Southern shall be the survivor of the Merger (the "Resulting Bank"), and shall operate with the name "Atlantic Southern Bank."

2. Effective Date of the Merger. The Merger shall become effective on the date that the Certificate of Merger reflecting the Merger becomes effective with the Secretary of State for the State of Georgia and with the Secretary of State for the State of Florida (the "Effective Date").

3. Location, Articles and Bylaws and Directors of the Resulting Bank. On the Effective Date of the Merger:

(a) The head office of the Resulting Bank shall be located at the head office of Atlantic Southern immediately prior to the Effective Date of the Merger.

(b) The Articles of Incorporation of the Resulting Bank shall be the Articles of Incorporation of Atlantic Southern in effect immediately prior to the Effective Date of the Merger. The Bylaws of the Resulting Bank shall be the Bylaws of Atlantic Southern in effect immediately prior to the Effective Date of the Merger.

(c) The Board of Directors of the Resulting Bank shall be the existing directors of Atlantic Southern, as set forth in the Articles of Merger, and shall serve until the next annual meeting of the shareholders of the Resulting Bank or until such time as their successors have been elected and qualified.

4. Manner of Converting Shares.

(a) By virtue of the Merger, automatically and without any action on the part of the holder thereof, each of the shares of CenterState Bank Mid Florida Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled and retired at the Effective Date and in consideration Atlantic Southern will pay CSB in immediately available funds an amount equal to the sum of \$1,000,000, less the deposit previously received by CSB, plus an amount equal to the aggregate capital of Target as of November 30, 2007.

(b) Upon and after the Effective Date, each issued and outstanding share of Atlantic Southern Common Stock shall remain unchanged and shall continue to evidence the same number of shares of Atlantic Southern Common Stock.

5. Conditions Precedent to Consummation of the Merger. Consummation of the Merger herein provided for is conditioned upon (a) receipt of all necessary consents to the Merger from applicable regulatory authorities, (b) compliance with all representations, warranties and agreements, and (c) the completion of the acquisition of all of the assets of Target, excluding the main office of Target and the amount of deposits required to maintain depository insurance, by CenterState Bank West Florida, N.A.

6. Termination. This Plan may be terminated at any time prior to the Effective Date upon the termination of the Agreement.

7. Counterparts, Headings, Governing Law. This Plan may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein are for convenience or reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Georgia.