

P06000094935

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11/23/15--01002--016 \*\*498.75

Effective 11-30-15

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15 NOV 23 PM 1:27  
NOTARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

NOV 24 2015

D CONNELL

IGLER | PEARLMAN P.A.  
ATTORNEYS AT LAW

November 20, 2015

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Merger and Amended and Restated Articles of Incorporation**

Greetings:

Enclosed are a number of documents related to a series of corporate actions to be taken by Calusa Financial Corporation, Inc. (Document Number P06000094935), Calusa Bank (Document Number P14000036968), CNB Property Holdings 1, LLC (Document Number L11000041086), and CNB Property Holdings 2, LLC (Document Number L11000041074).

The Florida Office of Financial Regulation ("OFR") is aware of and has approved the transactions as required. Our contact at the OFR is Bruce Ricca, Chief of the Bureau of Credit Union Regulation. Mr. Ricca can be reached at (850) 410-9528 or [Bruce.Ricca@fflofr.com](mailto:Bruce.Ricca@fflofr.com) should you have any questions or need any information from the OFR.

We would request that your office file the following documents in the following order:

1. Articles of Merger of Calusa Financial Corporation, Inc. (surviving) and CNB Property Holdings 1, LLC (merging) to be effective at 4:57 p.m. on November 30, 2015.
2. Articles of Merger of Calusa Financial Corporation, Inc. (surviving) and CNB Property Holdings 2, LLC (merging) to be effective at 4:57 p.m. on November 30, 2015.
3. Amended and Restated Articles of Incorporation of Calusa Successor Bank (formerly known as Calusa Financial Corporation, Inc.) as approved by the OFR and to be effective at 4:58 p.m. on November 30, 2015.
4. Articles of Merger of Calusa Bank (surviving) and Calusa Successor Bank (merging) to be effective at 4:59 p.m. on November 30, 2015.
5. Articles of Dissolution of Calusa Bank to be effective at 5:01 p.m. on November 30, 2015.

November 20, 2015

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Also enclosed is our firm's check for \$498.75 representing \$280.00 for the requisite filing fees and \$218.75 for five certified copies of each document. We have also enclosed five copies of each document for the certifications.

We thank you in advance for your assistance in this matter. If you have any questions about these filings or need any additional information, please call me at (850) 878-2411.

Sincerely,

**IGLER AND PEARLMAN, P.A.**

A handwritten signature in black ink, appearing to read 'Richard Pearlman', with a long horizontal flourish extending to the right.

Richard Pearlman

Enclosures

cc: Bruce Ricca, Chief, Bureau of Credit Union Regulation, Florida Office of Financial Regulation  
Michael M. Bell, Esq.

**ARTICLES OF MERGER  
OF  
CALUSA FINANCIAL CORPORATION, INC.  
(the surviving corporation)  
AND  
CNB PROPERTY HOLDINGS II, LLC  
(the merging corporation)**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation and Florida Limited Liability Corporation in accordance with Sections 607.1109 and 605.1025, *Florida Statutes*.

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging party are as follows:

CNB Property Holdings II, LLC  
Florida  
Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Calusa Financial Corporation, Inc.  
Florida  
Profit Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company, that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 605, *Florida Statutes*.

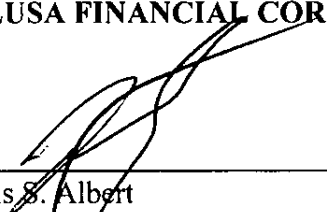
**FOURTH:** The effective date and time of the merger is 4:57 p.m. on November 30, 2015.

**FIFTH:** Signature for Each Party:

[Signatures to follow on next page]

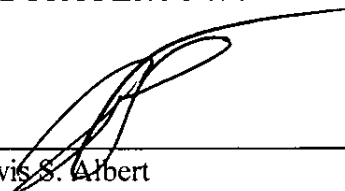
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15 NOV 23 PM 1:27  
CLERK OF STATE  
TALLAHASSEE, FL 32399

**CALUSA FINANCIAL CORPORATION, INC. CNB PROPERTY HOLDINGS I, LLC**



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Lewis S. Albert  
Chairman of the Board and  
Chief Executive Officer



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Lewis S. Albert  
Manager

**PLAN OF MERGER  
OF  
CALUSA FINANCIAL CORPORATION, INC.  
(the surviving corporation)  
AND  
CNB PROPERTY HOLDINGS II, LLC  
(the merging corporation)**

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging party are as follows:

CNB Property Holdings II, LLC  
Florida  
Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Calusa Financial Corporation, Inc.  
Florida  
Profit Corporation

**THIRD:** At the effective time of the merger CNB Property Holdings II, LLC ("CNB") shall be merged with and into Calusa Financial Corporation, Inc. ("Corporation") pursuant to the provisions of, and with the effects provided under, Florida law, the separate existence of CNB shall cease and the Corporation will be the surviving corporation and will continue its corporate existence under Florida law.

**FOURTH:** As a result of the merger, each unit of membership interests in CNB outstanding immediately prior to the effective will be converted into the right to receive \$0.01.

**FIFTH:** The names and addresses of each director of the Corporation are:

Lewis S. Albert	3105 Tamiami Trail, Punta Gorda, Florida 33950
David A. Holmes	3105 Tamiami Trail, Punta Gorda, Florida 33950
Todd H. Katz	3105 Tamiami Trail, Punta Gorda, Florida 33950
Catherine Sanders	3105 Tamiami Trail, Punta Gorda, Florida 33950
Larry Tenbusch	3105 Tamiami Trail, Punta Gorda, Florida 33950