

P06000094935

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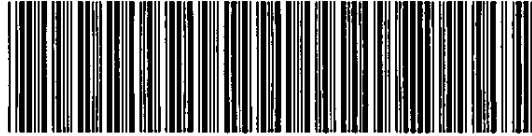
(Business Entity Name)

(Document Number)

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Effective:

11/30/15

FILED
15 NOV 23 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
&
Restated
Art.
w/ Name Change

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@flofr.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 line 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.




FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

The Commissioner of the Office of Financial Regulation ("OFR") approved on September 14, 2015, the merger of Calusa Bank, Punta Gorda, Charlotte County, Florida, with and into Achieva Credit Union, Dunedin, Pinellas County, Florida. Prior to the merger, Calusa Financial Corporation intends to file "Amended and Restated Articles of Incorporation" to become a successor institution (Calusa Successor Bank) in accordance with Section 658.40(4), Florida Statutes. Calusa Successor Bank will subsequently merge with and into Calusa Bank, prior to the merger with and into Achieva Credit Union. The OFR does not object to the filing with the Department of State of the attached Amended and Restated Articles of Incorporation for Calusa Financial Corporation or the subsequent merger of Calusa Successor Bank with and into Calusa Bank.


Bruce Ricca, Chief
Bureau of Credit Union Regulation


Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CALUSA FINANCIAL CORPORATION, INC. FILED**

15 NOV 23 PM 1:47

The undersigned, acting as Chairman of the Board and Chief Executive Officer and by virtue of the Laws of the State of Florida, adopt(s) the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted by the shareholders on October 20, 2015. The number of votes cast for the amendments contained herein by the shareholders were sufficient for approval. These Amended and Restated Articles of Incorporation shall become effective at 4:58 p.m. on November 30, 2015.

ARTICLE I

The name of the corporation shall be Calusa Successor Bank and its initial place of business shall be 3105 Tamiami Trail, in the City of Punta Gorda, in the County of Charlotte, and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), *Florida Statutes*.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 50,000,000. 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 \$10,170,490 in paid-in capital stock to be divided into 2,034,098 shares. The amount of surplus with which the corporation will begin business will be not less than \$4,000,000 and the amount of undivided profits, not less than \$(4,000,000) all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

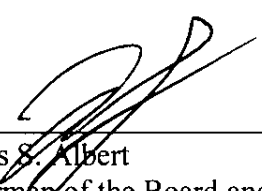
The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The initial board of directors shall consist of five (5) members. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
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

In witness of the foregoing, the undersigned has executed these Amended and Restated Articles of Incorporation on the 6th day of November, A.D. 2015.



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

Approved by the Office of Financial Regulation this 6TH day of November, 2015 in Tallahassee, Florida.

Bruce Ruca, Bureau Chief