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Division of Corporations
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Account Name : GUNSTER, YOKLEY & STEWART, P.A.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Enterprise Bancorp, Inc.

Certificate of Status	0
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2013 JUL -1 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ENTSUB, INC.
WITH AND INTO
ENTERPRISE BANCORP, INC.**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging Entsub, Inc., a Florida corporation ("Merger Sub"), with and into Enterprise Bancorp, Inc., a Florida corporation ("EBI"), with EBI being the surviving corporation:

1. The Plan of Merger is as follows:

(a) The full name and state of each of the constituent entities participating in the merger are Entsub, Inc., a Florida corporation, and Enterprise Bancorp, Inc., a Florida corporation.

(b) The terms of the merger are as follows:

(i) At the effective time of the merger, Merger Sub shall be merged with and into EBI, and Merger Sub will cease to exist as a separate corporation. Merger Sub and EBI shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Articles of Incorporation of Merger Sub.

(ii) The name of the surviving corporation shall be Enterprise Bancorp, Inc.

(iii) Upon effectiveness of the merger, each share of EBI common stock (excluding shares held by EBI or any subsidiaries in each case other than in a fiduciary capacity or as a result of debts previously contracted, and excluding shares held by shareholders who perfect their statutory dissenters' rights, if any) issued and outstanding immediately prior to the date the merger becomes effective shall cease to be outstanding and shall be converted into and exchanged for the right to receive the consideration provided in Section 2.1 of the Plan of Merger and Merger Agreement, dated as of March 22, 2013, by and among 1st United Bancorp, Inc., a Florida corporation, 1st United Bank, a Florida-chartered commercial bank, EBI, and Enterprise Bank of Florida, a Florida-chartered commercial bank. Upon effectiveness of the merger, each share of Merger Sub common stock issued and outstanding immediately prior to the date the merger becomes effective shall be converted into and become one validly issued share of common stock of the surviving corporation.

(iv) Upon effectiveness of the merger, (1) Merger Sub shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Merger Sub or which would inure to Merger

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Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of EBI; and (3) EBI shall be deemed to be a continuation of Merger Sub, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

(v) The Articles of Incorporation of Merger Sub shall be the Articles of Incorporation of the surviving corporation.

2. The Board of Directors of EBI approved the Plan of Merger on March 21, 2013, and the shareholders of EBI approved and adopted the Plan of Merger on May 29, 2013.
3. The Board of Directors of Merger Sub approved the Plan of Merger on June 26, 2013 and the shareholder of Merger Sub approved the Plan of Merger on June 26, 2013.
4. The Merger shall become effective on July 1, 2013 at 8:00 a.m., local time.

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer, as of the 1st day of July, 2013.

ENTSUB, INC.

By: 

JOHN MARINO, President

ENTERPRISE BANCORP, INC.

By: _____

HUGH C. JACOBS, JR.

President and Chief Executive Officer

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Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of EBI; and (3) EBI shall be deemed to be a continuation of Merger Sub, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

(v) The Articles of Incorporation of Merger Sub shall be the Articles of Incorporation of the surviving corporation.

2. The Board of Directors of EBI approved the Plan of Merger on March 21, 2013, and the shareholders of EBI approved and adopted the Plan of Merger on May 29, 2013.
3. The Board of Directors of Merger Sub approved the Plan of Merger on June 26, 2013 and the shareholder of Merger Sub approved the Plan of Merger on June 26, 2013.
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IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer, as of the 1st day of July, 2013.

ENTSUB, INC.

By: _____
JOHN MARINO, President

ENTERPRISE BANCORP, INC.

By: Hugh C. Jacobs, Jr.
HUGH C. JACOBS, JR.
President and Chief Executive Officer

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