

P14000036968

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Document Number)

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

Effective:
11/30/15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 NOV 23 PM 2:06

FILED

V/D w/ Notice

NOV 24 2015

D CONNEL

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.

CALUSA BANK

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 607.1403 and 607.1430, *Florida Statutes*, Calusa Bank adopts the following Articles of Dissolution. These Articles of Dissolution are being filed in accordance with the Florida Office of Financial Regulation's Final Order of Approval dated September 3, 2015 (Administrative Proceeding Docket Number: 62024-FI) and in conjunction with the merger of Calusa Bank with and into Achieva Credit Union, effective at 5:00 p.m. on November 30, 2015. As a result of that merger, Achieva Credit Union took title to all assets and liabilities owned by Calusa Bank immediately prior to the merger.

ARTICLE I

The name of the corporation is Calusa Bank ("Corporation").

ARTICLE II

The Division of Corporation's document number for the Corporation is P14000036968.

ARTICLE III

The Board of Directors of the Corporation authorized dissolution of the Corporation on April 30, 2015. The effective date and time of dissolution is 5:01 p.m. on November 30, 2015.

ARTICLE IV

Dissolution was approved by the shareholders on October 20, 2015. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized Chief Executive Officer of the Corporation executed these Articles of Dissolution on the 6th day of November, 2015.

By: _____

Lewis S. Albert

Chairman of the Board and Chief Executive Officer

FILED
15 NOV 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTICE OF CORPORATE DISSOLUTION

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in Section 607.1407, *Florida Statutes*.

Name of Corporation: Calusa Bank

Date of dissolution is the date specified in the Articles of Dissolution

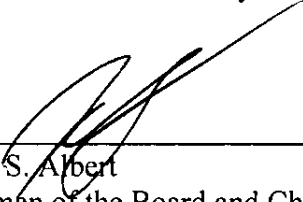
Description of information that must be included in a claim:

- Name of claimant
- Amount of claim
- Date claim became due
- Reason for claim
- Documentation of claim

Mailing address where claims can be sent:

Achieva Credit Union
Successor by Merger to Calusa Bank
PO Box 1500
Dunedin, Florida 34697

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within four years after the filing of this notice.

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

FINANCIAL SERVICES COMMISSION OFFICE OF FINANCIAL REGULATION

Whereas, satisfactory evidence of compliance with all the requirements of the Laws of the State of Florida has been presented to this office. I, Drew J. Breakspear, as Commissioner of the Office of Financial Regulation, under and by virtue of the authority vested in me by the statutes of the State of Florida, Do Hereby Authorize:

CALUSA BANK

PUNTA GORDA, FLORIDA

TO TRANSACT A GENERAL BANKING BUSINESS

1217

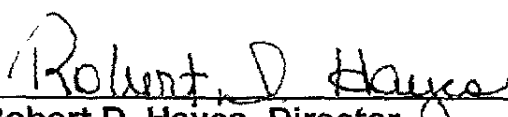
Charter Number

Signed and Sealed this 25 day of April 2014.




Drew J. Breakspear, Commissioner

Attest:


Robert D. Hayes, Director

Charter cancelled pursuant to Institution merging with/into
Achieva Credit Union effective November 30, 2015.


Jeremy W. Smith - Acting Director
OFR - Financial Institutions