

P16000026771

(Requestor's Name)

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☐ PICK-UP

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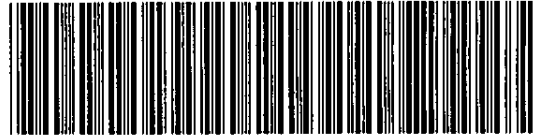
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
2016 JUL 29 AM 9:13

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16 JUL 29 PM 4:22  
TO ACHIEVE  
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AUG 3 2016

C LEWIS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 235221 4311473

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : July 28, 2016

ORDER TIME : 9:59 AM

ORDER NO. : 235221-005

CUSTOMER NO: 4311473

DOMESTIC AMENDMENT FILING

NAME: MARQUIS BANK

EFFECTIVE DATE:

XX ARTICLES OF SHARES EXCHANGE  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 1, 2016

CSC / MELISSA ZENDER

SUBJECT: MARQUIS BANCORP, INC.  
Ref. Number: P16000026771

We have received your document for MARQUIS BANCORP, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Exhibit A was not included in the articles of share exchange. That is your plan of share exchange, please include in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 816A00016019

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2016 JUL 29 AM 9:13

ARTICLES OF SHARE EXCHANGE

OF

MARQUIS BANK  
a Florida state chartered bank

P 07000051310

AND

MARQUIS BANCORP, INC.  
a Florida corporation

P 16000026771

Pursuant to the provisions of Sections 607.1102 and 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of share exchange.

1. The Agreement and Plan of Reorganization effective March 28, 2016 (the "Share Exchange") by and among MARQUIS BANK, a Florida state chartered bank (the "Bank") and MARQUIS BANCORP, INC., a Florida corporation (the "Company"), whereby all of the issued and outstanding capital stock of the Bank being acquired by the Company has been adopted by the Board of Directors and the Shareholders of the Bank effective April 21, 2016, and by the Board of Directors of the Company effective July 29, 2016. The number of votes cast at each meeting were sufficient for approval. A copy of the Plan of Share Exchange, as required by the provisions of Section 607.1105 of the Act, is attached hereto as Exhibit A and made a part hereof.
2. The Bank shall continue in existence as a wholly-owned subsidiary of the Company in accordance with its Articles of Incorporation.
3. The Share Exchange herein provided for shall be effective on the date of filing these Articles of Share Exchange with the Florida Department of State.

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Executed as of the 29<sup>th</sup> day of July, 2016.

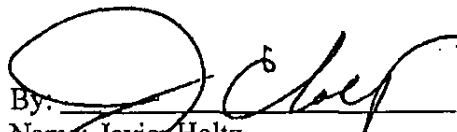
Marquis Bancorp, Inc.  
a Florida corporation

By: 

Name: Javier Holtz

Title: Chairman of the Board and Chief Executive Officer

Marquis Bank,  
a Florida state chartered bank

By: 

Name: Javier Holtz

Title: Chairman of the Board and Chief Executive Officer

EXHIBIT A

2016 JUL 29 AM 9:13

AGREEMENT AND PLAN OF REORGANIZATION / *Share exchange*

THIS AGREEMENT AND PLAN OF REORGANIZATION (this "Agreement") is made and entered into as of March 28, 2016, by and between Marquis Bancorp, Inc., a proposed bank holding company organized under the laws of Florida (the "Holding Company"), and Marquis Bank, a Florida state chartered bank (the "Bank").

**WITNESSETH:**

WHEREAS, the Holding Company is a newly formed Florida corporation duly organized under the laws of the state of Florida;

WHEREAS, the Bank desires to establish a holding company structure pursuant to a statutory share exchange transaction under the Florida Business Corporation Act (the "Share Exchange"), whereby all of the issued and outstanding shares of common stock of the Bank will be exchanged for shares of the Holding Company and the Bank will become a wholly-owned subsidiary of the Holding Company; and

WHEREAS, the respective boards of directors of the Holding Company and the Bank have approved this Agreement.

NOW THEREFORE, in consideration of the mutual agreements set forth herein, the constituent corporations hereby agree as follows:

**ARTICLE I**

**The Share Exchange**

1.1 The Share Exchange. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Date (as defined below), (i) the Bank shall become a banking subsidiary of the Holding Company and (ii) all of the issued and outstanding shares of common stock of the Bank shall be converted without further action into shares of common stock of the Holding Company in accordance with Section 1.3 below and pursuant to Section 607.1102 of the Florida Business Corporation Act.

1.2 Effective Date. The Share Exchange shall become effective at such date and time (the "Effective Date") as is set forth in the Articles of Share Exchange filed with the Division of Corporations of the State of Florida. On the Effective Date, the Articles of Incorporation of the Holding Company shall be in substantially the form set forth on Exhibit A attached hereto.

1.3 Exchange of Shares.

(a) At the Effective Date, each issued and outstanding share of common stock of the Bank (the "Bank Common Stock") shall be automatically converted to one share of common stock of the Holding Company (the "Holding Company Common Stock"). All outstanding certificates representing shares of the Bank Common Stock immediately prior to the Effective Date shall at the Effective Date automatically and without further action represent an equal number of shares of the Holding Company Common Stock. Shareholders of the Bank shall not be required to physically exchange their existing Bank Common Stock certificates (other than those shareholders of the Bank who perfect their dissenters' rights of appraisal under the Florida Business Corporation Act) for stock certificates of the Holding Company Common Stock. Holders of Bank Common Stock immediately prior to the Effective Date may, upon the surrender of the Bank Common Stock certificates to the Holding Company or its transfer agent duly endorsed for transfer, receive in exchange therefor a certificate or certificates representing an equivalent number of shares of the Holding Company Common Stock.

(b) At the Effective Date, the Holding Company shall acquire and become the owner of all of the issued and outstanding shares of Bank Common Stock.

1.4 Exchange of Stock Options. At the Effective Date, all outstanding options under any Bank stock option or equity incentive plans (the "Plans") shall be converted into options to acquire the number of shares of the Holding Company Common Stock that the holders of such options were entitled to acquire of the Bank Company Common Stock immediately prior to the Effective Date on the same terms and conditions as set forth in the Plans and, if applicable, participant agreements entered into pursuant to the Plans. By its execution hereof, the Holding Company hereby assumes, at the Effective Date, the Marquis Bank 2009 Stock Option Plan.

## ARTICLE II

### Rights of Dissenting Shareholders

2.1 Dissenters' Rights. Shareholders of the Bank who dissent from the Share Exchange are entitled to the dissenters' rights of appraisal set forth in the provisions of the Florida Business Corporation Act.

## ARTICLE III

### Conditions to the Share Exchange

3.1 Conditions to the Share Exchange. The consummation of the Share Exchange is subject to the satisfaction of each of the following conditions:

(a) Approval by Shareholders. This Agreement shall have been approved at a meeting of shareholders called for such purpose by the affirmative vote of a majority of the outstanding shares of Bank Common Stock.

(b) Limited Dissenting Shareholders. Holders of fewer than five percent (5%) of the outstanding shares of the Bank's Common Stock shall have perfected their dissenters' rights of appraisal.

(c) Required Approvals. All required regulatory approvals or notice of non-objection in connection with the transactions contemplated by this Agreement shall have been received.

(d) Certificate of Exchange. The Certificate of Exchange shall have been filed with the Division of Corporations of the State of Florida.

(e) No abandonment. The boards of directors of each of the Holding Company and the Bank shall not have taken any action to abandon the Share Exchange.

(f) Exemption from Registration. No facts shall have arisen which would cause the transactions contemplated herein to be determined to require registration under the Securities Act of 1933, as amended.

## ARTICLE IV

### Termination

4.1 Termination. At any time before the Effective Date, this Agreement may be terminated and the Share Exchange abandoned by the mutual consent of the respective boards of directors of the Bank and the Holding Company notwithstanding favorable action by the shareholders of the Bank. Upon termination for any reason, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the

termination thereof on the part of the Bank or the Holding Company or any of their directors, officers, employees, agents or shareholders.

## ARTICLE V

### Miscellaneous

5.1 Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter of this Agreement and supersedes all prior agreements and understandings, both oral and written, between the parties with respect to the subject matter herein.

5.2 Headings. The article and section headings used herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

5.3 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

[Signature page follows]



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the date first above written.

Marquis Bancorp, Inc.  
a Florida corporation

By: /s/ Javier J. Holtz  
Name: Javier J. Holtz  
Title: Chairman of the Board and Chief Executive Officer

Marquis Bank,  
a Florida state chartered bank

By: /s/ Javier J. Holtz  
Name: Javier J. Holtz  
Title: Chairman of the Board and Chief Executive Officer