

P19000016789

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Share Exchange

10/25/19

DC

19 OCT 24 4 13:34

19 OCT 24 AM 10:06

STATE OF TEXAS
DIVISION OF CORPORATIONS

Richard Pearlman

Requester's Name

2457 Core Drive, Suite 203

Address

Tallahassee FL 32308 906-878-2411

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. West Florida Bank Corporation P19000016789
(Corporation Name) (Document #)

2. Flipship Community Bank P05000144296
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

Share Exchange

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

19 OCT 24 4:12:32

Examiner's Initials

**ARTICLES OF SHARE EXCHANGE
OF
WEST FLORIDA BANK CORPORATION
(the acquiring corporation)
AND
FLAGSHIP COMMUNITY BANK
(the acquired corporation)**

19 OCT 24 AM 10:06
WEST FLORIDA BANK CORPORATION

Pursuant to the provisions of Sections 607.1102, 607.1103, and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and the acquiring corporation delivers for filing, the following Articles of Share Exchange of West Florida Bank Corporation, a Florida corporation, ("WFBC") and Flagship Community Bank, a Florida corporation ("Flagship"), with WFBC as the acquiring corporation:

1. The Plan of Share Exchange is as follows:

(a) The full name and state of each of the constituent entities participating in the share exchange are West Florida Bank Corporation, a Florida corporation, and Flagship Community Bank, a Florida corporation.

(b) The terms of the share exchange are: at the effective time of the share exchange, each issued and outstanding share of capital stock of Flagship (excluding shares held by shareholders who perfect their statutory dissenters' rights, if any) shall be exchanged for and converted into the consideration as provided for in the Agreement and Plan of Share Exchange by and between WFBC and Flagship, dated as of May 29, 2019, and attached hereto (the "Plan of Share Exchange"). At the effective time of the share exchange, Flagship shall become a wholly-owned subsidiary of WFBC and both of which shall continue their existence as Florida corporations.

2. The Board of Directors of WFBC approved the Plan of Share Exchange on May 28, 2019 and the shareholders of WFBC were not required to approve the Plan of Share Exchange.

3. The Board of Directors of Flagship approved the Plan of Share Exchange on May 29, 2019 and the shareholders of the only class of Flagship capital stock approved the Plan of Share Exchange on October 16, 2019.

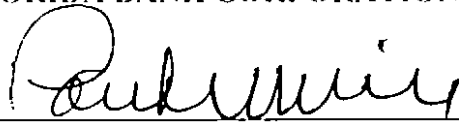
4. The Share Exchange shall become effective on October 24, 2019, at 5:00 p.m., local time.

[Signatures to follow on next page]

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Share Exchange to be signed by each such entity's duly authorized officer, as of the 24th day of October, 2019.

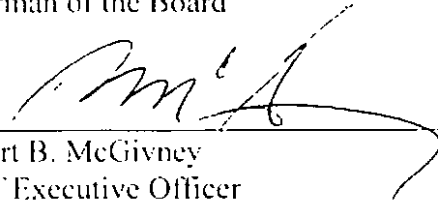
WEST FLORIDA BANK CORPORATION

By:



Paul J. Wikle
Chairman of the Board

By:



Robert B. McGivney
Chief Executive Officer

FLAGSHIP COMMUNITY BANK

By:

Francis T. Burke, II
President and Chief Executive Officer

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Share Exchange to be signed by each such entity's duly authorized officer.

WEST FLORIDA BANK CORPORATION

By: _____
Paul J. Wikle
Chairman of the Board

By: _____
Robert B. McGivney
Chief Executive Officer

FLAGSHIP COMMUNITY BANK

By:  _____
Francis T. Burke, II
President and Chief Executive Officer