

P94000073111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



400042232574

12/09/04--01002--021 **183.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 DEC -9 PM 12:46

Merger
HTS
12-9-04

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: December 8, 2004

TO: Louise Jackson, Department of State
Division of Corporations

FROM: John Pullen, Office of Financial Regulation

SUBJECT: Merger of Premier Interim Company with and into Premier Bank
and under the title of Premier Bank

Please file the attached "Merger Documents" for the above-referenced institutions, using DECEMBER 9, 2004, as the effective date for the merger.

Please make the following distribution of certified copies for each merger:

- (1) One copy to: Mr. John Pullen
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, Florida 32399-0371
- (2) Two copies to: Mr. Albert T. Gimbel (phone: 222-0720)
Messer, Caparello & Self
215 South Monroe Street, Suite 707
Tallahassee, Florida 32301
- (3) One copy to: Ms. Julie Mizell
(uncertified) Federal Reserve Bank of Atlanta
1000 Peachtree Street, N. E.
Atlanta, Georgia 30309-4470

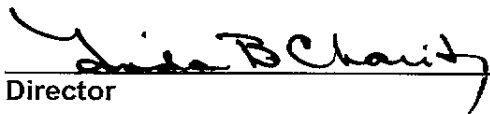
Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on August 24, 2004, to merge Premier Interim Company, Tallahassee, Leon County, Florida, and Premier Bank, Tallahassee, Leon County, Florida, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement and Plan of Reorganization," which contains the Articles of Incorporation of Premier Bank (the resulting bank), so that effective on December 9, 2004, they shall read as stated herein.

Signed on this 8th day of
December, 2004.


Director

original

EXHIBIT 4
ORIGINAL, FULLY-EXECUTED
AGREEMENT AND PLAN OF REORGANIZATION
AMONG
PREMIER BANK,
PREMIER INTERIM COMPANY
AND
PREMIER BANK HOLDING COMPANY

2004 DEC -9 PM 12:47

AGREEMENT AND PLAN OF REORGANIZATION

THIS PLAN OF REORGANIZATION (the "Plan"), made and entered into as of the 20th day of April, 2004, among PREMIER BANK (the "Bank"), a bank organized under the laws of the State of Florida, PREMIER BANK HOLDING COMPANY (the "Holding Company"), a Florida corporation, and PREMIER INTERIM COMPANY ("Interim"), a Florida corporation and wholly-owned subsidiary of the Holding Company;

WITNESSETH

WHEREAS, the principal offices of the Bank, the Holding Company and Interim are located at 3110 Capital Circle, NE, Tallahassee, FL 32308;

WHEREAS, the authorized capital stock of the Bank consists of 800,000 shares of common stock ("Bank Stock"), \$15.00 par value, of which 393,495 shares are currently issued and outstanding;

WHEREAS, the authorized capital stock of the Holding Company consists of 800,000 shares of common stock ("Holding Company Stock"), \$0.01 par value, of which one hundred shares are currently issued and outstanding;

WHEREAS, the authorized capital stock of Interim will at closing consist of 10 shares of common stock ("Interim Stock"), \$1.00 par value, of which one share will be issued and outstanding.

WHEREAS, the respective Boards of Directors of the Bank and Interim deem it advisable and in the best interests of the Bank and Interim and their respective shareholders that Interim be merged with and into the Bank and, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to the respective shareholders of the Bank and Interim for their approval; and

WHEREAS, the Board of Directors and sole shareholder of the Holding Company have approved and adopted this Plan, and the Holding Company has agreed to join in and be bound hereby and to issue the shares of Holding Company Stock which shareholders of the Bank will receive upon consummation of the Reorganization and merger as herein provided;

NOW, THEREFORE, in consideration of the premises, mutual covenants and agreements herein contained, and for the purpose of stating the method, terms and conditions of the merger provided for herein, the mode of carrying the same into effect, the manner and basis of converting and exchanging the shares of Bank Stock and Interim Stock as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

SECTION I.

REORGANIZATION

Pursuant to the provisions of the Florida Banking Code, as amended (the "Banking Code"), and other applicable provisions of Florida law, Interim shall be merged with and into the Bank. The Bank shall be the survivor of the merger (the "Resulting Bank"), continuing under the charter of the Bank and with the name "Premier Bank."

SECTION 2

EFFECTIVE DATE OF THE REORGANIZATION

The merger of Interim with and into the Bank and the reorganization of the Bank into a holding company structure shall be effective as of the date (the "Effective Date of the Reorganization") specified in the certificate of merger to be issued by the Florida Secretary of State in accordance with the applicable provisions of the Banking Code, Florida Statutes § 658.45.

Since the merger of Interim with and into the Bank will effect the reorganization of the Bank into a holding company structure, such merger and reorganization, collectively, shall hereinafter be referred to as the "Reorganization."

SECTION 3

LOCATION, ARTICLES AND BYLAWS, MANAGEMENT AND CAPITAL STRUCTURE OF THE RESULTING BANK

On the Effective Date of the Reorganization:

(a) The principal office of the Resulting Bank shall be located at 3110 Capital Circle, NE, Tallahassee, FL 32308, or such other location where the Bank is located immediately prior to the Effective Date of the Reorganization.

(b) The Articles of Incorporation and Bylaws of the Resulting Bank shall be the same as the Articles of Incorporation and Bylaws of the Bank as in effect immediately prior to the Effective Date of the Reorganization.

(c) The directors and officers of the Resulting Bank shall be the directors and officers of the Bank immediately prior to the Effective Date of the Reorganization. All such directors and officers of the Resulting Bank shall serve until their respective successors are elected or appointed pursuant to the Bylaws of the Resulting Bank.

(d) The Resulting Bank will distribute to the Holding Company all of the capital and surplus of Interim, so that the resulting capital structure of the Resulting Bank shall be identical to the capital structure of the Bank immediately prior to the Effective Date of the Reorganization. The capital structure of the Bank shall not be altered or amended by the Reorganization and shall continue in effect as that of the Resulting Bank.

SECTION 4

EXISTENCE, RIGHTS, DUTIES, ASSETS AND LIABILITIES OF THE RESULTING BANK

(a) As of the Effective Date of the Reorganization, the existence of Interim as a separate entity shall cease.

(b) As of the Effective Date of the Reorganization, the Resulting Bank shall have, without further act or deed, all of the properties, rights, powers, trusts, duties and obligations of the Bank and

Interim.

(c) As of the Effective Date of the Reorganization, the Resulting Bank shall have the authority to engage only in such businesses and to exercise only such powers as are then permissible upon the original incorporation of a bank under the Banking Code and as are provided for in the Articles of Incorporation of the Resulting Bank, and the Resulting Bank shall be subject to the same prohibitions and limitations to which it would be subject upon original incorporation, except that the Resulting Bank may engage in any business and may exercise any right that the Bank could lawfully have exercised or engaged in immediately prior to the Effective Date of the Reorganization.

(d) No liability of the Bank or Interim or of any of their shareholders, directors or officers shall be affected by the Reorganization, nor shall any lien on any property of the Bank or Interim be impaired by the Reorganization. Any claim existing or any action pending by or against the Bank or Interim may be prosecuted to judgment as if the Reorganization had not taken place, or the Resulting Bank may be substituted in place of the Bank or Interim.

SECTION 5

MANNER AND BASIS OF CONVERTING SHARES OF INTERIM STOCK

The manner and basis of converting and exchanging the shares of Interim Stock into shares of Resulting Bank Stock shall be as follows:

As soon as practicable after the Effective Date of the Reorganization, the Holding Company shall, upon presentation and surrender of a certificate representing all of the issued and outstanding shares of Interim Stock to the Bank, as exchange agent, be entitled to receive in exchange therefor a certificate or certificates representing all of the then outstanding shares of Resulting Bank Stock.

SECTION 6

MANNER AND BASIS OF CONVERTING SHARES OF BANK STOCK

The manner and basis of converting shares of Bank Stock into shares of Holding Company Stock, excluding those shares of Bank Stock held by shareholders who have perfected dissenters' rights of appraisal under the applicable provisions of the Banking Code, Florida Statutes § 658.44, and the Florida Business Corporations Act, Florida Statutes § 607.1301 et seq. (collectively, the "Dissenters' Rights Provisions"), shall be as follows:

(a) Exchange Ratio. Each share of Bank Stock outstanding immediately prior to the Effective Date of the Reorganization shall, by virtue of the Reorganization and without any action on the part of the holder or holders thereof, be converted into the right to receive one share of Holding Company Stock.

(b) Rights of Former Bank Shareholders. As of the Effective Date of the Reorganization, each certificate theretofore representing one or more outstanding shares of Bank Stock shall be deemed for all corporate purposes to evidence a certificate representing shares of Holding Company Stock in accordance with this Plan.

SECTION 7

ACQUISITION OF DISSENTERS' BANK STOCK

Any shareholder of the Bank who fully complies with the Dissenters' Rights Provisions shall be paid an amount of cash (as determined under such Provisions) for his or her shares of Bank Stock by the Bank. Immediately upon the Bank's acquisition of any of Bank Stock from its shareholders pursuant to the Dissenters' Rights Provisions, the Holding Company shall acquire such shares from the Bank for the same price as shall have been paid by the Bank to the dissenting shareholders. The shares of Bank Stock so acquired by the Holding Company shall be cancelled.

SECTION 8

REDEMPTION OF HOLDING COMPANY STOCK

As soon as practicable after the Effective Date of the Reorganization, the Holding Company shall redeem any shares of Holding Company Stock which may have been issued prior to the Effective Date of the Reorganization at a redemption price equal to the same consideration paid for such shares, so that immediately after such redemption the then outstanding shares of Holding Company Stock shall consist solely of the shares to be issued by the Holding Company upon the conversion of shares of Bank Stock as provided herein.

SECTION 9

FURTHER ACTIONS

From time to time, as and when requested by the Resulting Bank, or by its successors or assigns, Interim shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions, as the Resulting Bank, or its successors and assigns, may deem necessary or desirable in order to vest in and confirm to the Resulting Bank, and its successors and assigns, title to and possession of all the property, rights, powers, trusts, duties and obligations referred to in Section 4 hereof and otherwise to carry out the intent and purposes of this Plan.

SECTION 10

CONDITIONS PRECEDENT TO CONSUMMATION OF THE REORGANIZATION

This Plan is subject to, and consummation of the Reorganization herein provided for is conditioned upon, the fulfillment prior to the Effective Date of the Reorganization of each of the following conditions:

- (a) Approval of the Plan by the affirmative vote of the holders of at least a majority of the outstanding voting shares of the Bank and Interim;
- (b) The number of shares held by persons who have perfected dissenters' rights of appraisal pursuant to the Dissenters' Rights Provisions shall not be deemed by the parties hereto to make consummation of this Plan inadvisable;
- (c) Procurement of any action, consent, approval or ruling, governmental or otherwise,

which is, or in the opinion of counsel for the Bank may be, necessary to permit or enable the Resulting Bank, upon and after the Reorganization, to conduct all or any part of the business and activities conducted by the Bank prior to the Reorganization; and

(d) The receipt by the Bank of a written opinion of special counsel to the Bank that for federal income tax purposes no gain or loss will be recognized by a Bank shareholder who exchanges his or her Bank Stock for Holding Company Stock, as provided by this Plan.

SECTION 11

TERMINATION

In the event that:

(a) The number of shares of Bank Stock voted against the Reorganization shall make consummation of the Reorganization inadvisable in the opinion of the Board of Directors of the Bank, Interim or the Holding Company;

(b) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Reorganization which shall make consummation of the Reorganization inadvisable in the opinion of the Board of Directors of the Bank, Interim or the Holding Company;

(c) Any action, consent, approval, opinion, or ruling required to be provided by Section 10 of this Plan shall not have been obtained; or

(d) For any other reason consummation of the Reorganization is deemed inadvisable in the opinion of the Board of Directors of the Bank, Interim or the Holding Company;

then this Plan may be terminated at any time before consummation of the Reorganization by written notice, approved or authorized by the Board of Directors of the party wishing to terminate, to the other parties. Upon termination by written notice as provided by this Section 11, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of the Bank, Interim, the Holding Company or their directors, officers, employees, agents or shareholders.

SECTION 12

AMENDMENT; WAIVER

(a) At any time before or after approval and adoption hereof by the respective shareholders of the Bank, Interim and the Holding Company, this Plan may be amended by agreement among the Bank, Interim and the Holding Company; provided, however, that after the approval and adoption of this Plan by the shareholders of the Bank, no amendment reducing the consideration payable to Bank shareholders pursuant to Section 6(a) and (b) hereof shall be valid without having been approved by the shareholders of the Bank in the manner required for approval of this Plan.

(b) A waiver by any party hereto of any breach of a term or condition of this Plan shall not operate as a waiver of any other breach of such term or condition or of other terms or conditions, nor shall failure to enforce any term or condition operate as a waiver or release of any other right, in law or in equity, or claim which any party may have against another party for anything arising out of, connected

with or based upon this Plan. A waiver shall be effective only if evidenced by a writing signed by the party who is entitled to the benefit of the term or condition of this Plan which is to be waived. A waiver of a term or condition on one occasion shall not be deemed to be a waiver of the same or of any other term or condition on a future occasion.

SECTION 13

BINDING EFFECT; COUNTERPARTS; HEADINGS; GOVERNING LAW

This Plan is binding upon the parties hereto and upon their successors and assigns. This Plan may be executed simultaneously in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein set out are for convenience or reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

[Continued on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Reorganization to be executed by their duly authorized officers and their bank and corporate seals to be affixed hereto all as of the day and year first above written.

[BANK SEAL]

ATTEST:

Linda Palmer
Secretary

PREMIER BANK

By: *G. Matthew Brown*
G. Matthew Brown
President

[INTERIM SEAL]

*Premier Interim Company
Corporate Seal*

ATTEST:

Linda Palmer
Secretary

PREMIER INTERIM COMPANY

By: *G. Matthew Brown*
G. Matthew Brown
President

[CORPORATE SEAL]

*Premier Bank Holding Company
Corporate Seal*

ATTEST:

Linda Palmer
Secretary

PREMIER BANK HOLDING COMPANY

By: *G. Matthew Brown*
G. Matthew Brown
President

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PREMIER BANK, a Florida corporation, filed on October 5, 1994, as shown by the records of this office.

The document number of this corporation is P94000073111.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of October, 1994



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

**ARTICLES OF INCORPORATION OF
PREMIER BANK**

FILED

94 OCT -5 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be **PREMIER BANK** and its initial place of business shall be at 1461 Capital Circle N.W. in the City of Tallahassee, in the County of Leon and the State of Florida.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers, and management of banking corporations.

ARTICLE III.

The total number of shares authorized to be issued by the corporation shall be **400,000**. Such shares shall be of a single class and shall have a par value of **\$15.00** per share. The corporation shall begin business with at least **\$3,000,000.00** in paid-in common capital stock to be divided into **200,000** shares. The amount of surplus with which the corporation will begin business will be not less than **\$2,500,000.00** and the amount of undivided profits, not less than **\$300,000.00** all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE IV.

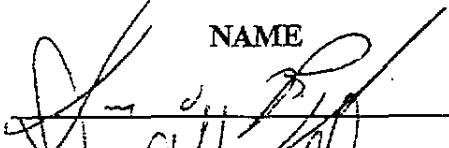
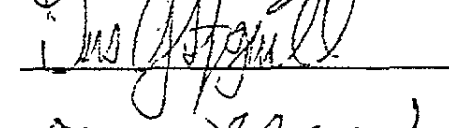
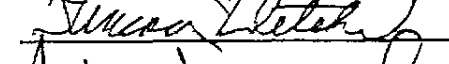
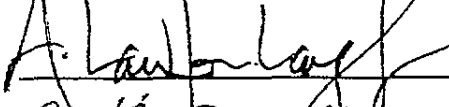
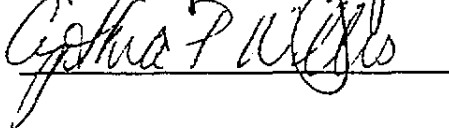
The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V.

The number of directors shall be not fewer than five (5). A majority of the full Board of Directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
Dennis O. Boyle	3078 Shamrock N. Tallahassee, FL
Dennis J. Fitzgerald	791 Rhoden Cove Road, Tallahassee, FL
H. Duncan Fletcher, Jr.	704 W. King Street, Quincy, FL
A. Lawton Langford	2941 Brandemere, Tallahassee, FL
Cynthia P. Willis	206 Mill Branch Road, Tallahassee, FL

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 30th day of September, A.D. 1994.

NAME	STREET ADDRESS
	<u>3078 Shamrock North</u> TLH FL <u>32308</u>
	<u>791 RHODEN COVE RD, TLH, FL</u> 32312
	<u>704 WEST KING ST, QUINCY, FL</u> 32351-163
	<u>2941 BRANDEMERE DR, TALL</u> 32312
	<u>206 Mill Branch Rd, Tall, FL</u> 32312

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day before me, the undersigned Notary Public in and for the State of Florida at large, personally appeared DENNIS O. BOYLE, DENNIS J. FITZGERALD, H. DUNCAN FLETCHER, Jr., A. LAWTON LANGFORD, and CYNTHIA P. WILLIS, known to me and known by me to be the individuals described in and who executed the foregoing Articles of Incorporation of PREMIER BANK, and each being duly sworn severally acknowledged that he or she executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 30th day of September, A.D. 1994.



PATRICIA ANN BERLIN
MY COMMISSION # CC 213572 EXPIRES
July 8, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Patricia Ann Berlin

Notary Public - State of Florida
at Large
My Commission Expires: 7/8/96

Approved by the Department of Banking and Finance this 3RD day of OCTOBER, 1994.

Tallahassee, Florida

Gerald Lewis

GERALD LEWIS
Comptroller of the State of Florida
and Head of the Department of
Banking and Finance

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PREMIER BANK

(present name)

P94000073111

(Document Number of Corporation (If known))

FILED
2002 OCT -4 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article III.

(The first sentence is amended as follows:)

The total number of shares authorized to be issued by the corporation shall be 800,000.

The remainder of Article III is unchanged.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: September 17, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

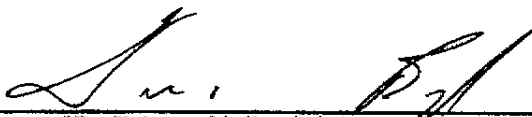
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of October, 2002

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Dennis O. Boyle

(Typed or printed name)

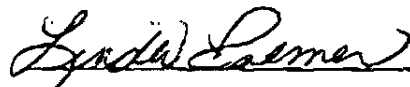
Chairman

(Title)

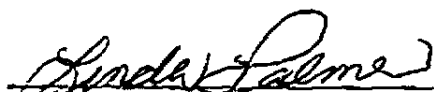
EXHIBIT 2

SHAREHOLDER APPROVAL CERTIFICATIONS

I hereby certify that on July 1, 2004, Premier Bank Holding Company, as the sole shareholder of Premier Interim Company, approved adoption of the Agreement and Plan of Reorganization by written consent in lieu of a shareholders meeting.

By: 
Name: Linda Palmer
Title: Secretary

I hereby certify that the shareholders of Premier Bank, at a meeting duly called and held on May 18, 2004, approved adoption of the Agreement and Plan of Reorganization; and that such resolutions are in full force and effect on the date hereof and have not been rescinded, amended or modified in any respect. There were no dissenting shareholders.

By: 
Name: Linda Palmer
Title: Secretary