

P95000017197

Requestor's Name
3260 W. Baldwin Dr
Address
City/State/Zip 668-4318 Phone #

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*****70.00 *****70.00
Office Use Only

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

1. Florida First Bancorp INC (Corporation Name) (Document #)
2. merger (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
Amendment	Name
Resignation of R.A., Officer/Director	Amendment
Change of Registered Agent	Exempt
Dissolution/Withdrawal	Exempt
Merger	Exempt

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

P95000017197

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

FLORIDA FIRST BANCORP, INC., a Florida corporation P95000017197

INTO

**REGIONS FINANCIAL CORPORATION, INC., a Delaware corporation not
qualified in Florida.**

File date: March 26, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
FLORIDA FIRST BANCORP, INC.
WITH AND INTO
REGIONS FINANCIAL CORPORATION, INC.**

FILED
97 MAR 26 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

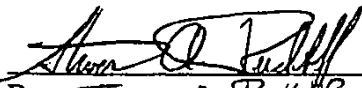
Pursuant to Section 607.1105 of the Florida Business Corporation Act, Regions Financial Corporation, Inc. ("Regions"), a corporation organized and existing under the laws of the State of Delaware, and Florida First Bancorp, Inc. ("Florida First"), a corporation organized and existing under the laws of the State of Florida, hereby execute the following Articles of Merger:


1. The Plan of Merger, providing for the merger of Florida First with and into Regions (the "Merger"), is set forth as Appendix A to these Articles of Merger. The Plan of Merger was adopted by the boards of directors of Regions and Florida First on March 25, 1997 and March 20, 1997, respectively.
2. Regions shall be the surviving corporation resulting from the Merger and shall continue to be a corporation organized and existing under the laws of the State of Delaware.
3. In accordance with Sections 607.1107 and 607.1104 of the Florida Business Corporation Act and Sections 251(f) and 252(e) of the Delaware General Corporation Law, no stockholder approval was required for consummation of the Merger.
4. Each of the undersigned officers of Regions and Florida First acknowledges and certifies that he or she has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.
5. The Merger is to become effective upon the filing of these Articles of Merger and upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.
6. These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized officer and attested by its Secretary as of the 25th day of March, 1997.

ATTEST:

FLORIDA FIRST BANCORP, INC.


By: Steven A. Rudloff
Its: V. P. and Assistant Secretary


By: Andrew W. Stein
Its: President and Chief Executive Officer

ATTEST:

REGIONS FINANCIAL CORPORATION

By:
Its:

By:
Its:

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its duly authorized officer and attested by its Secretary as of the 25th day of March, 1997.

ATTEST:

FLORIDA FIRST BANCORP, INC.

By: _____

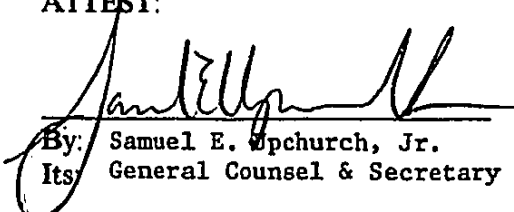
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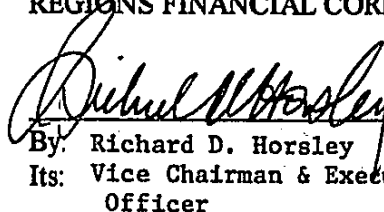
By: _____

Its: _____

ATTEST:

REGIONS FINANCIAL CORPORATION


By: Samuel E. Upchurch, Jr.
Its: General Counsel & Secretary


By: Richard D. Horsley
Its: Vice Chairman & Executive Financial Officer

EAGLE-A

1000 Bond

APPENDIX A

SECTION FIVE

**PLAN OF MERGER
OF
FLORIDA FIRST BANCORP, INC.
WITH AND INTO
REGIONS FINANCIAL CORPORATION**

THIS PLAN OF MERGER is made and entered into as of March 25, 1997, by and between FLORIDA FIRST BANCORP, INC., a corporation organized and existing under the laws of the State of Florida ("Florida First"); and its parent, REGIONS FINANCIAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware ("Regions").

PREAMBLE

The respective Boards of Directors of Regions and Florida First are of the opinion that the best interests of their respective companies would be served if Florida First is merged with and into Regions (the "Merger") on the terms and conditions provided in this Plan of Merger. As a result of the Merger, Regions shall continue to exist as a corporation organized and existing under the laws of the State of Delaware.

NOW THEREFORE, in consideration of the covenants and agreements contained herein, and other good and valuable consideration, Regions and Florida First hereby make, adopt, and approve this Plan of Merger and prescribe the terms and conditions of this Plan of Merger and the mode and manner of effecting this Plan of Merger, as follows:

**ARTICLE I
TERMS OF MERGER**

Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Merger shall occur as authorized by Section 252 of the Delaware General Corporation Law and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act. Regions shall be the Surviving Company resulting from the Merger and shall continue to be governed by the laws of the State of Delaware. No Shareholder approval will be required to consummate the Merger, however any shareholder who dissents from the Merger will be entitled to the appraisal rights set forth in the Florida Business Corporation Act.

ARTICLE II
EFFECT OF THE MERGER

2.1 Surviving Company.

(a) **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation of Regions in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Company until otherwise amended or repealed. The Bylaws of Regions in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Company until otherwise amended or repealed.

(b) **Business Activities.** The business of the Surviving Company from and after the Effective Time shall continue to be that of a corporation organized and existing under the laws of the State of Delaware.

2.2 Assumption of Rights. At the Effective Time, the separate existence and corporate organization of Florida First shall be merged into and continued in the Surviving Company. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of Regions and Florida First and all property (real, personal, and mixed), and all debts due on whatever account, and all other choses of action, and all and every other interest of or belonging to or due to Regions and Florida First shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in Regions and Florida First shall not revert or be in any way impaired by reason of the Merger. All rights, franchises, and interests of both Regions and Florida First in and to every type of property (real, personal, and mixed), and all choses in action of both Regions and Florida First shall be transferred to and vested in the Surviving Company without any deed or other transfer. The Surviving Company, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of incompetent persons, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by either Regions or Florida First at the Effective Time.

2.3 Assumption of Liabilities. All liabilities and obligations of both Regions and Florida First of every kind and description shall be assumed by the Surviving Company, and the Surviving Company shall be bound thereby in the same manner and to the same extent that Regions and Florida First were so bound at the Effective Time.

2.4 Directors and Officers. The directors of Regions in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Company from and after

the Effective Time in accordance with the Bylaws of the Surviving Company. The officers of Regions in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the officers of the Surviving Company from and after the Effective Time in accordance with the Bylaws of the Surviving Company.

ARTICLE III

MANNER OF CONVERTING SHARES

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:

(a) Each share of Regions Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

(b) Each share of Florida First Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled, and no consideration shall be delivered in exchange therefor.

ARTICLE IV

EFFECTIVENESS

4.1 Conditions Precedent. Consummation of the Merger and the other transactions contemplated hereunder is conditioned upon the approval of this Plan of Merger by the respective Boards of Directors of Regions and Florida First.

4.2 Termination. This Plan of Merger may be terminated at any time prior to the Effective Time by mutual agreement of the parties hereto.

4.3 Effective Time. The Merger and other transactions contemplated by this Plan of Merger shall become effective on the date and at the time the Delaware Certificate of Merger reflecting the Merger is issued by the Secretary of State of the State of Delaware and the Florida Articles of Merger are certified with the Department of State of the State of Florida.

ARTICLE V

AMENDMENT AND WAIVER

5.1 Amendment. This Plan of Merger may be amended at any time prior to the Effective Time by mutual agreement of the parties hereto.

5.2 Waiver.

(a) Prior to or at the Effective Time, Regions, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Florida First, to waive or extend the time for the compliance or fulfillment by Florida First of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Regions under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of Regions.

(b) Prior to or at the Effective Time, Florida First, acting through its Board of Directors or an authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Regions, to waive or extend the time for the compliance or fulfillment by Regions of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Florida First under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless in writing signed by a duly authorized officer of Florida First.

ARTICLE VI DEFINITIONS

6.1 "Delaware Certificate of Merger" shall mean the certificate of merger filed with the Secretary of State of the State of Delaware under Section 252 of the Delaware General Corporation Law.

6.2 "Effective Time" shall mean the time at which the Merger becomes effective as defined in Section 4.3 of this Plan of Merger.

6.3 "Florida First Common Stock" shall mean the \$.01 par value common stock of Florida First.

6.4 "Florida Articles of Merger" shall mean the Articles of Merger filed with the Florida Department of State under Section 607.1105 of the Florida Business Corporation Act.

6.5 "Regions Common Stock" shall mean the \$.625 par value common stock of Regions.

6.6 "Surviving Company" shall mean Regions as the surviving entity of the Merger.

ARTICLE VII
MISCELLANEOUS

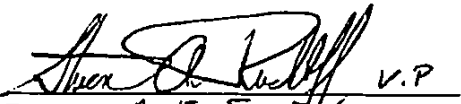
7.1 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

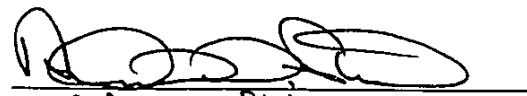
7.2 Binding Effect; Governing Law. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors, and assigns, and shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, Regions and Florida First have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

FLORIDA FIRST BANCORP, INC.


By: *Ass't. Secretary*
Its: **STEVEN A. RUDLOFF**
V. P. & Assistant Secretary


By: *Andrew W. Stein*
Its: **President and Chief Executive Officer**

[BANK SEAL]

ATTEST:

REGIONS FINANCIAL CORPORATION

By:
Its:

By:
Its:

[BANK SEAL]

ARTICLE VII
MISCELLANEOUS

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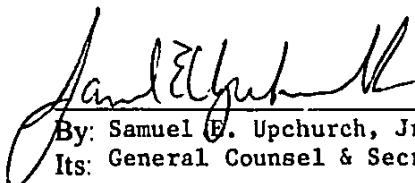
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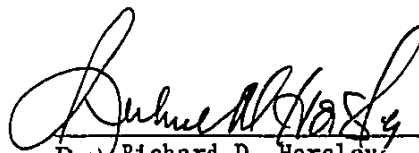
By:
Its:

[BANK SEAL]

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By: Samuel E. Upchurch, Jr.
Its: General Counsel & Secretary


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[BANK SEAL]