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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 23 2016

D CUSHING



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December 20, 2016

Via FedEx – 850-245-6050

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ***Subsidiary Merger: Community First, Inc., a Florida corporation, into HMC, LLC, a Mississippi Limited Liability Company***
Dissolutions: Access Mortgage Corporation, a Florida corporation, and Peoples First Commercial Center Property Owners=Association, Inc., a Florida nonprofit corporation

Dear Sir:

Enclosed for filing are an original and one copy of the following:

1. Articles of Merger providing for the merger of Community First, Inc., a Florida corporation, with and into HMC, LLC, a Mississippi limited liability company and an affiliate of the Florida corporation.
2. Articles of Dissolution for Access Mortgage Corporation; and
3. Articles of Dissolution for Peoples First Commercial Center Property Owners=Association, Inc.

Also enclosed is our check in the amount of \$131.25 which covers the \$43.75 filing fee and a certified copy for each of the above three filings. A return pre-paid FedEx envelope is included.

Please note that the effective date is December 23, 2016.

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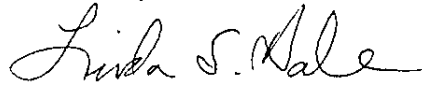
JONES WALKER LLP

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December 20, 2016
Page 2

If anything else is needed, please call me or Craig Landrum (601-949-4973) immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Linda S. Dale".

Linda S. Dale
Certified Paralegal

:ld
Enclosures



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December 22, 2016

Via FedEx – 850-245-6050

Florida Department of State
ATTN: Ms. Diane C. Cushing, Sr. Section Administrator
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ***Subsidiary Merger: Community First, Inc., a Florida corporation, into HMC, LLC, a Mississippi Limited Liability Company***

Dear Ms. Cushing:

In connection with your e-mail dated December 21, 2016, in which you advised of changes to be made in the Articles of Merger and the Agreement and Plan of Merger and the need for an additional fee, enclosed is our check in the amount of \$35.00 for the additional fee.

The revised page 1 for both the Articles of Merger and the Agreement and Plan of Merger were e-mailed to you earlier today. Thank you for replacing those pages in the documents sent for filing on December 20, 2016.

If anything else is needed, please call me or Craig Landrum (601-949-4973) immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Linda S. Dale".

Linda S. Dale
Certified Paralegal

:ld
Enclosures

{JX235431.2}

JONES WALKER LLP

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ARTICLES OF MERGER
of
COMMUNITY FIRST, INC.
Panama City, Florida
with and into
HMC, LLC
Gulfport, Mississippi

16 DEC 22 5:10:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P95-622

The undersigned corporation and limited liability company, pursuant to the provisions of the Mississippi Business Corporation Act at *Miss. Code Ann.* §79-4-11.06, as amended, and the Revised Mississippi Limited Liability Act at *Miss. Code Ann.* §§79-29-221 to -227, as amended (the "Mississippi Acts") and pursuant to the provisions of the Florida Business Corporation Act at Fla. Stat. §§ 607.1104, 607.1105, and 607.1109 (2016), as amended, and the Florida Revised Limited Liability Company Act at Fla. Stat. §§ 605.1021 to .1026 (2016), as amended (the "Florida Acts") hereby execute the following Articles of Merger and set forth:

1. The names of the companies that are parties to the merger (the "Merger") contemplated by these Articles of Merger are Community First, Inc. ("CFI"), a Florida corporation; and HMC, LLC ("HMC"), a Mississippi limited liability company.
2. The name of the surviving company is: HMC, LLC.
3. The names of the Florida corporation to be merged is: Community First, Inc.
4. An Agreement and Plan of Merger (the "Plan of Merger") is attached hereto and incorporated herein for all purposes as Exhibit "A."
5. As provided in the Plan of Merger, the corporate existence of CFI shall cease and the corporate existence of HMC, as the surviving company, shall continue.
6. The surviving entity, HMC, agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under § 607.1302, F.S.
7. Pursuant to the applicable provisions of the Mississippi Acts (*Miss. Code Ann.* 79-4-11.06 and §§79-29-221 to -227) and the Florida Acts (Fla. Stat. §§ 607.1105 and 607.1109 (2016) and §§ 605.1021 to .1026 (2016)), the Plan of Merger was adopted by the Sole Shareholder and the Board of Directors of CFI, the merging corporation, and by the Board of Directors of Whitney Bank acting as Sole Member of HMC, the surviving company, on October 27, 2016.
8. The business address of HMC and its manager, Michael M. Achary, is 2510 14th Street, Gulfport, Mississippi 39501.
9. The Articles of Merger shall be effective at 6:00 a.m. on December 23, 2016.

IN WITNESS WHEREOF, the undersigned hereby executes the Articles of Merger as of the effective date set forth above.

Community First, Inc.

BY: Michael M. Achary
MICHAEL M. ACHARY
Vice President, Treasurer & Secretary

HMC, LLC

BY: Whitney Bank, Sole Member

BY: Michael M. Achary
MICHAEL M. ACHARY
Executive Vice President & CFO

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 15th day of December, 2016, between **COMMUNITY FIRST, INC.** ("CFI"), a Florida business corporation, and **HMC, LLC** ("HMC"), a Mississippi limited liability company.

WHEREAS, the Sole Shareholder and the Boards of Directors of CFI and the Sole Member of HMC believe that it is in the best interest of the companies, the Sole Shareholder of CFI, and the Sole Member of HMC that CFI be merged with and into HMC; and

WHEREAS, pursuant to Miss. Code Ann. §79-29-223, as amended, and Fla. Stat. ch. 605.1023 (2016), as amended, the merger has been approved by the Board of Directors of Whitney Bank, acting as Sole Member of HMC and by the Sole Shareholder of CFI.

NOW, THEREFORE, in consideration of the promises and undertakings as hereinafter contained, the parties do hereby covenant and agree as follows:

- I. CFI shall be merged with and into HMC by the transfer to HMC of the assets of CFI, subject to all of CFI's liabilities and obligations, which liabilities and obligations HMC shall assume, in complete cancellation of all the common stock of CFI.
- II. The corporate existence of CFI shall cease and the corporate existence of HMC as the surviving company shall continue.
- III. Following the merger, the Sole Member of HMC shall be the Sole Member of the surviving company unless and until new members may be admitted according to the operating agreement of the surviving company. Appointed agents of HMC prior to the merger shall be the agents of the surviving company following the merger.
- IV. The principal office of the surviving company shall continue to be 2510 14th Street, Gulfport, Mississippi 39501. The name and address of the registered agent of the surviving company in the State of Mississippi shall continue to be Mary Nichols, 2510 14th Street, Gulfport, Mississippi 39501.
- V. The nature and purpose of HMC, as stated in the existing certificate of HMC is broad enough to cover the activities and operations of the combined businesses of CFI and HMC after the merger. Therefore, the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving company following the merger shall remain as set forth in the certificate of HMC.
- VI. The present operating agreement of HMC shall be the operating agreement of the surviving company following the merger, until amended or repealed as therein provided.

- VII. At any time prior to the filing of this Agreement with the Secretary of State of the State of Mississippi, the merger may be abandoned. To abandon the merger it shall be necessary to have the approval of the directors or member of each company voting for the abandonment of the merger.
- VIII. The conversion of the common stock of CFI into membership interests in HMC shall be accomplished by the Sole Shareholder of CFI submitting to the Sole Member of HMC all of the certificates evidencing ownership of common stock in CFI. To avoid the inconvenience and expense of issuing membership interests in HMC, HMC will constructively issue membership interests in exchange for CFI's assets. Such constructive issuance shall be the sole consideration for the merger; no additional membership interests in HMC will actually be issued.
- IX. The merger of CFI with and into HMC shall be effective at 6:00 a.m. on December 23, 2016.

IN WITNESS WHEREOF the undersigned have executed this Agreement to be effective as of the day and year first above written.

Community First, Inc., a Florida Corporation

BY: Michael M. Achary
MICHAEL M. ACHARY
Vice President, Treasurer & Secretary

HMC, LLC, a Mississippi Limited Liability Company
BY: Whitney Bank, Sole Member

BY: Michael M. Achary
MICHAEL M. ACHARY
Executive Vice President & CFO

**JOINT WAIVER OF NOTICE AND
UNANIMOUS CONSENT TO ACTION BY THE
SOLE MEMBER
OF
HMC, LLC
And
THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS
OF
COMMUNITY FIRST, INC.
IN LIEU OF MEETING**

**RESOLUTIONS MERGING COMMUNITY FIRST, INC.
INTO HMC, LLC**

The undersigned Sole Shareholder and Board of Directors of COMMUNITY FIRST, INC., formed under the laws of the State of Florida and the Sole Member of HMC, LLC, formed under the laws of the State of Mississippi, do hereby, pursuant to the laws of the States of Mississippi and Florida and the Certificate of Formation and Operating Agreement of HMC, LLC and the Articles and Bylaws of Community First, Inc., consent in writing to the adoption of the following resolutions and to waiver of all notices required for and the holding of meetings of the Sole Shareholder and the Board of Directors:

WHEREAS, HMC, LLC ("HMC"), a Mississippi limited liability company, is a wholly owned subsidiary of Whitney Bank; and

WHEREAS, Community First, Inc. ("CFI"), a Florida corporation, is a wholly owned subsidiary of Whitney Bank; and

WHEREAS, the Sole Member of HMC and the Sole Shareholder and Board of Directors of CFI have determined that it is in the best interest of the Sole Member and Sole Shareholder to merge CFI with and into HMC; and

WHEREAS, pursuant to Miss. Code Ann. §79-29-223, as amended, and Fla. Stat. ch. 605.1023 (2016), the merger was approved by the Board of Directors of Whitney Bank, acting as Sole Member of HMC, LLC, and by the Sole Shareholder of CFI on October 27, 2016;

THEREFORE, BE IT RESOLVED, that the Sole Member of HMC and the Sole Shareholder and the Board of Directors of CFI hereby accept, approve and adopt that certain Agreement and Plan

of Merger, substantially in the form attached as Exhibit "A" with such revisions or additions as the Sole Member of HMC and the President of CFI deem necessary or appropriate, by and between CFI and HMC, whereby CFI, organized under the laws of the State of Florida, will be merged with and into HMC with the title of HMC, LLC;

RESOLVED FURTHER, that the Sole Member of HMC and the President, any Vice President, the Secretary or any Assistant Secretary of CFI (collectively, the "Authorized Officers") be, and each acting alone hereby is, authorized and directed to make, execute, and file any and all necessary applications, and other documents with the appropriate regulatory agencies in order to obtain approval of the transactions contemplated herein; and

RESOLVED FURTHER, that the Authorized Officers of HMC, CFI be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of HMC, CFI, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

[Remainder of page intentionally left blank.]

Dated as of October 27, 2016.

SOLE MEMBER of HMC, LLC:
Whitney Bank

By: Michael M. Achary
MICHAEL M. ACHARY
Executive Vice President & CFO

DIRECTORS of Community First, Inc.:

Michael M. Achary
MICHAEL M. ACHARY

John M. Hairston
JOHN M. HAIRSTON

SOLE SHAREHOLDER of
Community First, Inc.:
Whitney Bank

BY: Michael M. Achary
MICHAEL M. ACHARY
Executive Vice President & CFO