

P96000018022

Requester's Name

1501 Park Avenue

Address

Tallahassee

City/State/Zip

878-2411

Phone #

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02 FEB 15 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. CF Business, Inc. P96000018022 Merger  
(Corporation Name) (Document #)

2. TBC Merger Corp. P01000085900  
(Corporation Name) (Document #)

500004930565-4  
-02/15/02--01053--007  
\*\*\*\*175.00 \*\*\*\*87.50

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

**REGISTRATION/QUALIFICATION**

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

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Examiner's Initials

2/15/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TBC MERGER CORPORATION, a Florida corporation P01000085900

INTO

**CF BANCSHARES, INC.**, a Florida entity, P96000018022

File date: February 15, 2002

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**

**of**

**TBC MERGER CORPORATION**  
**(a Florida corporation)**

**with and into**

**CF BANCSHARES, INC.**  
**(a Florida corporation)**

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**02 FEB 15 PM 4:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned corporations, pursuant to Section 607.1105 of the Business Corporation Act of the State of Florida (the "Act"), hereby execute the following Articles of Merger:

**FIRST:** The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
CF Bancshares, Inc.	Florida
TBC Merger Corporation	Florida

**SECOND:** The name of the surviving corporation is CF Bancshares, Inc. (the "Surviving Corporation") and it is to be governed by the laws of the State of Florida.

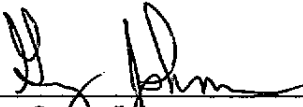
**THIRD:** The Plan of Merger, set forth in Exhibit A attached hereto and incorporated herein by reference as of the date hereof, was, to the extent required, submitted to and approved by the respective Boards of Directors and shareholders of TBC Merger Corporation and CF Bancshares, Inc., in the manner prescribed by their articles of incorporation and the Act.

**FOURTH:** The effective time of the merger shall be the 15th day of February, 2002 at 9:00 a.m.

**FIFTH:** The Plan of Merger was approved by the Board of Directors of TBC Merger Corporation, on the 30<sup>th</sup> day of August, 2001, and was adopted by the sole shareholder of TBC Merger Corporation on the 30<sup>th</sup> day of August, 2001. The Plan of Merger was approved by the Board of Directors of CF Bancshares, Inc., on the 30<sup>th</sup> day of August, 2001, and by the shareholders of CF Bancshares, Inc. on the 28<sup>th</sup> day of November, 2001.

Signed this 15th day of February, 2002.

**CF BANCSHARES, INC.**

By  \_\_\_\_\_  
Greg Johnson  
Its President/CEO \_\_\_\_\_

**TBC MERGER CORPORATION**

By \_\_\_\_\_  
Its \_\_\_\_\_

325694.1

Signed this 15th day of February, 2002.

**CF BANCSHARES, INC.**

By \_\_\_\_\_

Its \_\_\_\_\_

**TBC MERGER CORPORATION**

By F. H. McFadden, Jr.

Its EVP, General

Counsel and Secretary

F. Hampton McFadden, Jr.

325694.1

## EXHIBIT A

### PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First**, the name and jurisdiction of the surviving corporation:

Name:

Jurisdiction:

CF Bancshares, Inc.

Florida

**Second**, the name and jurisdiction of each merging corporation:

Name:

Jurisdiction:

CF Bancshares, Inc.

Florida

TBC Merger Corporation

Florida

**Third**, the terms and conditions of the merger are as follows:

TBC Merger Corporation, a subsidiary of The Banc Corporation, will merge into CF Bancshares, Inc. TBC Merger Corporation shall cease to exist upon the merger, and CF Bancshares will become a subsidiary of The Banc Corporation.

The terms and conditions of the merger shall be governed by the Reorganization Agreement and Plan of Merger, dated August 30, 2001, by and between by and among TBC Merger Corporation, The Banc Corporation, a Delaware corporation, The Bank, an Alabama banking corporation, CF Bancshares, Inc., and Citizens Federal Savings Bank of Port St. Joe, a federal savings association.

**Fourth**, the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the time of the merger, all of the issued and outstanding shares of CF Bancshares common stock (except those exercising dissenter's right of appraisal) will be converted into the right to receive the total amount of \$15,250,000, plus 50% of CF Bancshares' net earnings after June 30, 2001 until the closing date, in cash or The Banc Corporation, a Delaware corporation, common stock. The holders of CF Bancshares securities shall have the right to elect to receive either cash or stock in The Banc Corporation.