

P96000033420

**Document Number Only**

**CT Corporation System  
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Tallahassee, FL 32301  
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00 DEC -1 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DATE: 12/1/00

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-12/01/00--01069--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Corporation(s) Name**

PNC Brokerage Service Corp.  
Merging into  
Baneshares Realty Co.

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign  
☐ LLC

☐ Dissolution  
☐ Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement  
☐ UCC ☐ 1 or ☐ 3

☐ UBR  
☐ Fictitious Name

☐ Other  
☐ Ch. RA

**\*\*\*Special Instructions\*\***

EFFECTIVE DATE  
12-04-00

☐ Certified Copy  
☐ Photocopies  
☐ Parts/amends/mergers ☐ Other-See Above

☐ CUS

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☐ Will Wait

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**Carol Clark**

**Thank You!**

G. COULLETTE DEC 01 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PNC BROKERAGE SERVICE CORP., a Florida corporation, P96000033420

INTO

**BANCSHARES REALTY CO.**, a New Jersey corporation not qualified in Florida.

File date: December 1, 2000, effective December 4, 2000

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.:

**FIRST**: The exact name and jurisdiction for the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PNC Brokerage Service Corp.	Florida

**SECOND**: The exact name and jurisdiction for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>EFFECTIVE DATE</u>
Bancshares Realty Co.	New Jersey	<u>12-04-00</u>

**THIRD**: The attached Plan of Merger meets the requirements of Sections 607.1101, F.S. and the respective laws of the State of New Jersey.

**FOURTH**: The merger shall become effective on December 4, 2000, the date of filing with the Florida Department of State.

**FIFTH**: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2000 in accordance with the respective laws of the State of New Jersey.

**SIXTH**: The Plan of Merger was adopted by the shareholders of the merging corporation on December 1, 2000 in accordance with the respective laws of the State of Florida.


**SEVENTH**: The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

**EIGHTH**: The surviving corporation agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which such shareholder is entitled under Section 607.1302, F.S.

**NINTH**: The merger is permitted under the respective laws of the State of New Jersey.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**PNC BROKERAGE SERVICE CORP.**

By: 

Name: Thomas R. Moore  
Title: Secretary

**BANCSHARES REALTY CO.**

By: 

Name: Thomas E. Paisley, III  
Title: President

## **PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107, F.S. and with the respective laws of the State of New Jersey, is being submitted in accordance with Section 607.1108, F.S. and with the respective laws of the State of New Jersey:

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PNC Brokerage Service Corp.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Bancshares Realty Co.	New Jersey

**THIRD:** The terms and conditions of the merger are as follows:

(a) PNC Brokerage Service Corp. (hereinafter the "Merging Corp") and Bancshares Realty Co. (hereinafter the "Surviving Corp") shall, pursuant to both the provisions of the New Jersey Business Corporation Act (hereinafter "New Jersey Law") and the provisions of the Florida Statutes (hereinafter "Florida Law"), be merged with and into a single entity, to wit, the Surviving Corp, which shall be the surviving entity from and after the effective time of the merger, and which shall continue to exist under its present name pursuant to the provisions of New Jersey Law. The separate existence of the Merging Corp shall cease at the effective time of the merger in accordance with the provisions of Florida Law and New Jersey Law.

(b) The present Certificate of Incorporation of the Surviving Corp will be the Certificate of Incorporation of the Surviving Corp following the merger and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of New Jersey Law.

(c) The present Bylaws of the Surviving Corp will be the Bylaws of the Surviving Corp following the merger and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of New Jersey Law.

(d) The directors and officers of the Surviving Corp currently in place at the effective time of the merger shall hold their positions from and after the effective time of the merger until the election and qualification of their respective

successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corp.

(e) Upon the effective time of the merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corp, including, without limitation, the Merging Corp's right and privilege to endorse its name upon any and all documents and certificates of title, shall be transferred to, vested in, and devolve upon, the Surviving Corp without further act or deed and all property, rights, and every other interest of the Surviving Corp and the Merging Corp shall be as effectively the property of the Surviving Corp as they were of the Surviving Corp and the Merging Corp, respectively. The Merging Corp hereby agrees from time to time, as and when requested by the Surviving Corp or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corp may deem necessary or desirable in order to vest in and confirm to the Surviving Corp title to and possession of any property of the Merging Corp acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merging Corp and the proper officers and directors of the Surviving Corp are fully authorized in the name of the Merging Corp or otherwise to take any and all such action.

(f) The Plan of Merger herein made and approved shall be submitted to the shareholders of both the Surviving Corp and the Merging Corp for their approval or rejection in the manner prescribed by the provisions of New Jersey Law and Florida Law, respectively.

**FOURTH:** Each issued share of the Merging Corp, from and after the effective time of the merger, shall be retired and shall cease to exist. Each issued share of the Surviving Corp shall not be converted or exchanged in any manner and shall remain outstanding from and after the effective time of the merger. As the Merging Corp and the Surviving Corp are both wholly owned by a common parent entity, there is no need to convert or exchange the shares of the Merged Corp.

**FIFTH:** The directors and the proper officers of the Merging Corp and the directors and the proper officers of the Surviving Corp are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect the merger herein provided for.

**SIXTH:** The effective date of the merger shall be December 4, 2000.