

P97000027022

ARTICLES OF MERGER
Merger Sheet

MERGING:

OCEANSIDE BUILDING, INC., a Florida corporation (Document
#P96000088556)

INTO

OCEANSIDE BANK, a Florida corporation, P97000027022

File date: September 25, 1997

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES

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September 23, 1997

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EMAIL
CFRAZIER@JAXTAXLAW.COM

Florida Division of Corporations
Amendments and Merger Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

Dear Sir/Madam:

000002303310--3
-09/25/97--01064--003
****122.50 ****122.50

Enclosed for filing is the original Articles of Merger of Oceanside Bank and Oceanside Building, Inc. Also enclosed is my firm's check made payable to the Secretary of State in the amount of \$122.50 for filing fees and a certified copy of the Articles of Merger. Please provide the certified copy of the Articles of Merger at your earliest opportunity.

Sincerely,


Clarence F. Frazier

CFF/el

Enclosures

c: M. Witherspoon

FILED
97 SEP 25 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
LFT 10-15-97
705
787, 511, 671

**Inter-Office
Communication**



**Robert F. Milligan
Comptroller of Florida**

DATE: October 13, 1997

TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State

FROM: Wendy Capron, ^{WJC}Division of Banking, Bureau of Financial Institutions, District 1

SUBJECT: Oceanside Bank - Articles of Merger

According to Alex Hager, the attached articles are ready to be filed. Thank you for contacting our office about this matter.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

Alex Hager
% DIVISION OF BANKING
The Fletcher Bldg.
Tallahassee, FL 32399

SUBJECT: OCEANSIDE BANK
Ref. Number: P97000027022

RECEIVED
Bureau of Financial Inst.
District I
F/U _____ File 1037

UCI 10 1997
RT AH ✓ CY _____
DC ✓ _____
WC ✓ _____

We have received your document for OCEANSIDE BANK and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 597A00049637

FILED

97 SEP 25 AM 11:56

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act hereby execute the following Articles of Merger.

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

Names of Corporation

OCEANSIDE BANK, a Florida banking corporation
OCEANSIDE BUILDING, INC., a Florida corporation

SECOND: OCEANSIDE BANK complies with the applicable provisions of Sections 607.1101 - 607.1104 of the Florida Statutes., and as the surviving corporation of the merger, with Section 607.1105 of the Florida Statutes (as set forth below).

THIRD: The plan of merger is as follows:

1. Name of each corporation planning to merge is:

OCEANSIDE BANK, a Florida banking corporation; and
OCEANSIDE BUILDING, INC., a Florida corporation.

2. Name of surviving corporation is:

OCEANSIDE BANK, a Florida banking corporation

3. The terms and conditions of the merger are that OCEANSIDE BANK and OCEANSIDE BUILDING, INC. will be merged with OCEANSIDE BANK being the surviving corporation, and all assets and liabilities of OCEANSIDE BUILDING, INC. will be those of the surviving corporation.

4. The manner and basis of converting the shares of each corporation is that OCEANSIDE BANK shall exchange one (1) share of its stock for each fifty (50) shares of OCEANSIDE BUILDING, INC. stock. Thereafter OCEANSIDE BUILDING, INC. will cease to exist as a result of the merger and its shares will be canceled by the surviving corporation.

FOURTH: The effective date of the merger shall be the 23rd day of July, 1997, or such later date that these Articles of Merger are filed with the Florida Department of State.

FIFTH: The shareholders of OCEANSIDE BUILDING, INC. have approved unanimously this Plan of Merger on the 23rd day of July, 1997. Shareholder approval by OCEANSIDE BANK is not required pursuant to Section 607.1103(7) of the Florida Statutes.

SIXTH: The plan of merger was adopted by the Boards of Directors of OCEANSIDE BANK and of OCEANSIDE BUILDING, INC. on the 23rd day of July, 1997.

Signed this 23rd day of July, 1997.

OCEANSIDE BANK, a Florida banking
corporation

By: 

M. MICHAEL WITHERSPOON

Its Chairman and Chief Executive Officer

OCEANSIDE BUILDING, INC.

By: 

BARRY W. CHANDLER

Its President