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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Florida Gulfcoast Bancorp, Inc. Merger

Merging into:

FGBI Acquisition Corp.

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Acknowledgment	DOH
W.P. Verifier	DOH

SEP 12 1997

CR2E031 (1-89)

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA GULFCOAST BANCORP, INC. a Florida corporation P94000037271

INTO

FGBI ACQUISITION CORP., a Florida corporation, P97000044744

File date: September 12, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
FLORIDA GULFCOAST BANCORP, INC.,
A FLORIDA CORPORATION
INTO
FGBI ACQUISITION CORP.,
A FLORIDA CORPORATION**

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THESE ARTICLES OF MERGER are made this 12th day of September, 1997 by and between Florida Gulfcoast Bancorp, Inc., a Florida corporation ("Enterprise Parent"), and FGBI Acquisition Corp., a Florida corporation ("Acquisition").

RECITALS:

WHEREAS, the board of directors of each of Enterprise Parent and Acquisition believe that it is in the best interests of their respective shareholders that Enterprise Parent be merged with and into Acquisition, with Acquisition continuing as the surviving corporation (the "Merger"); and

WHEREAS, Acquisition is a wholly-owned subsidiary of Provident Financial Group, Inc., an Ohio corporation ("Parent"); and

WHEREAS, Parent, Acquisition and Enterprise Parent have executed that certain Agreement and Plan of Merger dated September 12, 1997 (the "Merger Agreement") and are parties to that certain Agreement and Plan of Reorganization dated as of May 21, 1997, as amended by the Waiver and First Amendment to Agreement and Plan of Reorganization dated September 12, 1997 (as amended, "the Reorganization Agreement").

NOW, THEREFORE, the undersigned corporations, in accordance with Sections 607.1101 and 607.1105 of the Florida 1989 Business Corporation Act, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I: The Plan of Merger is as follows:

(1) Enterprise Parent shall merge with and into Acquisition. Acquisition shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue to exist under and be governed by the laws of the State of Florida.

(2) The manner and basis of converting the shares of Enterprise Parent into the shares of the Parent is as follows: at and as of the Effective Time (as hereinafter defined), (a) each share of Enterprise Parent then issued and outstanding (other than any dissenting share) shall be converted into the right to receive .42857 shares of the Parent's Common Stock (the "Merger Consideration") and (b) each dissenting share shall be converted into the right to receive payment from the Surviving Corporation with respect thereto to the extent provided by, and in accordance with, the provisions

of the Florida 1989 Business Corporation Act; provided, however, that the Merger Consideration shall be subject to equitable adjustment in the event of any stock split, stock dividend, reverse stock split, or other change in the number of shares of Enterprise Parent outstanding. After the Effective Time, no share of Enterprise Parent shall be deemed to be outstanding or to have any rights other than those rights set forth above.

(3) No fractional shares of Parent Common Stock shall be issued in the Merger. All fractional shares of Parent Common Stock that a holder of shares of Enterprise Parent would otherwise be entitled to receive as a result of the Merger shall be aggregated and if a fractional share of Parent Common Stock results from such aggregation, such holder shall be entitled to receive an amount in cash determined by multiplying the average of the closing representative bid and asked prices for Parent Common Stock on the NASDAQ National Market System on the first trading day after the Effective Time by the fraction of a share of Parent Common Stock to which such holder would otherwise have been entitled. The amount of cash so received by such holder shall for all purposes be deemed to constitute a portion of the Merger Consideration. No such holder shall be entitled to dividends, voting rights or any other shareholder right in respect of any fractional share of Parent Common Stock.

(4) The capital stock of Acquisition shall be unaffected by the Merger and all presently issued and outstanding shares of capital stock of Acquisition shall remain the issued and outstanding shares of capital stock of the Surviving Corporation immediately after the Effective Time.

(5) The Articles of Incorporation of the Surviving Corporation will not differ from the Articles of Incorporation of Acquisition immediately prior to the Effective Time. The Bylaws of the Surviving Corporation shall be identical to the Bylaws of Acquisition immediately prior to the Effective Time.

(6) The directors and officers of Acquisition at and as of the Effective Time shall be the directors and officers (retaining their respective positions and terms of office) of the Surviving Corporation.

ARTICLE II: The Agreement and Plan of Merger was adopted by the shareholders of Enterprise Parent, a Florida corporation on the 11th of September, 1997 and by the Board of Directors of Enterprise Parent on the 11th day of September, 1997 and by the Board of Directors of Acquisition, a Florida corporation, on the 22nd day of May, 1997. Shareholder approval of Acquisition is not required pursuant to Section 607.1103(7)(a) and (b).

ARTICLE III: The Merger shall have the effect set forth in Section 607.1106 of the Florida 1989 Business Corporation Act.

ARTICLE IV: The effective time of the merger shall be the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

ARTICLE V: At any time prior to the Effective Time, the Agreement and Plan of Merger may be terminated as set forth in the Reorganization Agreement. In the event of such termination, the Agreement and Plan of Merger shall become void and shall have no effect except as provided for in the Reorganization Agreement.

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Signed this 12th day of September, 1997.

FGBI ACQUISITION CORP.

By: 

Charles W. Sulerzyski

(Name)

Vice President

(Title)

FLORIDA GULFCOAST BANCORP, INC.

By: 

STEPHEN E. KUNK

(Name)

CHAIRMAN & CEO

(Title)