

P97000068846

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

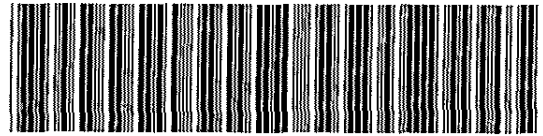
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merger

07/27/05--01035--016 **157.50

7/29/05

FILED
05 JUL 27 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
7/27/05

CT CORPORATION

July 27, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

RECEIVED
05 JUL 27 AM 11:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 6417466 SO
Customer Reference 1: Effective 7/29/2005
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

~~FBC ACQUISITION III CORP. (FL)~~
~~Merger (Discontinuing Company)~~
~~Florida~~

~~TARPON COAST BANCORP, INC. (FL)~~
~~Merger (Survivor)~~
~~Florida~~

TARPON COAST BANCORP, INC. (FL)
Merger (Discontinuing Company)
Florida

FIRST BUSEY CORPORATION (NV)
Merger (Survivor)
Florida

FBC ACQUISITION III CORP. (FL)
Obtain Document - Misc - Certified Copy of Merger of *Tarpon Coast Bancorp*
into *Tarpon Coast Bancorp, Inc.*
Florida *First Busey Corporation*

~~TARPON COAST BANCORP, INC. (FL)~~
~~Obtain Document - Misc - Certified Copy of Merger of Tarpon Coast Bancorp, Inc.~~
~~into First Busey Corporation~~
~~Florida~~

1203 Governors Square Boulevard
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7615

A WoltersKluwer Company

File
Second!
please

CT CORPORATION

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,


Ashley Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

1203 Governors Square Boulevard
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7615

EFFECTIVE DATE
7/29/05

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED
05 JUL 27 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
First Busey Corporation	Nevada	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tarpon Coast Bancorp, Inc.	Florida	997000068846

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 / 29 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
February 24, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
July 27, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

First Busey Corporation

Tarpon Coast Bancorp, Inc.

Douglas C. Mills, Chairman of the Board and CEO

Douglas C. Mills, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
First Busey Corporation	Nevada

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Tarpon Coast Bancorp, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The manner and basis of canceling the shares of Tarpon Coast Bancorp, Inc. ("Tarpon") is as follows:

- (i) All of the shares of stock of Tarpon are owned and held by First Busey Corporation ("First Busey") and shall be cancelled and no shares of Tarpon shall remain outstanding; and
- (ii) The shares of First Busey shall not be affected by the Plan of Merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: