

Inter Office
Communication



Comptroller of Florida
Division of Banking

DATE: January 14, 1998

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: *JAP* John A. Pullen, Licensing and Chartering

SUBJECT: Formation of Southwest Interim Bank No. 3 (Successor Institution) and Merger of West Coast Bank into Southwest Interim Bank No. 3 Under the Charter of Southwest Interim Bank No. 3 and with the Title "West Coast Bank".

Please file the attached articles of incorporation for Southwest Interim Bank No. 3 and the attached "Merger Agreement" for the above-referenced institutions, using 5 P.M. January 20, 1998, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to:

Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350
388802408343-5
-01/22/98-01025-024
****227.50 ****227.50

(2) One copy to:

Federal Reserve Bank of Atlanta
104 Marietta Street, Northwest.
Post Office Box 1731
Atlanta, Georgia 30303-1731

(3) One copy to:

James G. Orie, Esquire
Corporate Counsel
F.N.B. Corporation
1 F.N.B. Boulevard
Hermitage, Pennsylvania

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98 JAN 14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached are checks in the amounts of \$140.00 and \$227.50, which represent payment of the filing fees, charter tax and certified copies. If you have any questions, please call me at 414-8067.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District I

merger / NC
LFB 1-16-98

CORAPMER EFFECTIVE DATE
1-20-98

FILING 70.00
R. AGENT _____
CERT. COPY 157.50
CUS _____
OVERPAYMENT _____
TOTAL 227.50

P98000004868

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST COAST BANK, a Florida corporation (Document #J83033)

INTO

SOUTHWEST INTERIM BANK NO. 3 which changed its name to

WEST COAST BANK, a Florida corporation, P98000004868

File date: January 14, 1998, effective January 20, 1998

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

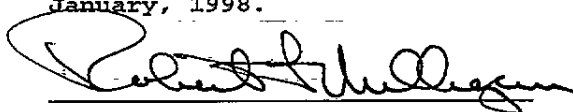
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on December 29, 1997, to merge West Coast Bank, Sarasota, Sarasota County, Florida, and Southwest Interim Bank No. 3, Sarasota, Sarasota County, Florida, (a Successor Institution), and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement and Plan of Merger", which contains the Articles of Incorporation of West Coast Bank (the resulting bank), so that effective on January 20, 1998, they shall read as stated herein.

Signed on this 12th day of
January, 1998.


Comptroller

EFFECTIVE DATE

1-20-98

PLAN OF REORGANIZATION AND AGREEMENT TO MERGE WEST COAST BANK

with and into
SOUTHWEST INTERIM BANK NO. 3
under the charter of
SOUTHWEST INTERIM BANK NO. 3

under the title of
"WEST COAST BANK"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT made as of this 16th day of October, 1997 between WEST COAST BANK (hereinafter referred to as the "West Coast"), a state chartered banking association organized under the laws of the State of Florida, being located in Sarasota, County of Sarasota, in the State of Florida, with authorized capital of \$6.0 million divided into 3,000,000 shares of Common Stock each of \$2.00 par value, of which 579,063 shares are issued and outstanding, Surplus of \$ 2.0 million and Undivided Profits of \$5.3 million, as of June 30, 1997, and SOUTHWEST INTERIM BANK NO. 3 (hereinafter referred to as "Interim"), a state interim association organized under the laws of the State of Florida, being located in Sarasota, County of Sarasota, in the State of Florida, with authorized capital of \$1.00 divided into 1 share of Common Stock of \$1.00 par value of which 1 share is issued and outstanding, Surplus of \$0.00 and Undivided Profits of \$0.00, as of September 30, 1997, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of at least a majority of its directors, pursuant to the authority given by and in accordance with the provisions of Section 658.41 of the Florida Banking Statutes (the "Act");

WHEREAS, a majority of the entire Board of Directors of West Coast and a majority of the entire Board of Directors of Interim have, respectively, approved and made this Plan of Reorganization and Agreement to Merger (the "Plan") and authorized its execution; and

WHEREAS, from and after the time the merger provided for herein (hereinafter referred to as the "merger") becomes effective, and as and when required by the provisions of this Plan, the shares of Common Stock of West Coast will be canceled as herein provided;

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

Section 1.

West Coast shall merge with and into, and under the Charter and Articles of Association of, Interim pursuant to the provisions of, and with the effect provided in, the Act, and Interim shall be the surviving association.

Section 2.

Upon the merger becoming effective, (i) the name of Interim as the surviving association (herein referred to as the "Continuing Bank" whenever reference is made to it as of the time of the merger or thereafter) shall be "West Coast Bank," (ii) the Articles of Association of the Continuing Bank shall be as set forth in Appendix A, annexed hereto and made a part hereof, (iii) the Bylaws of the Continuing Bank shall be set forth in Appendix B, annexed hereto and made a part hereof; and (iv) the principal office of Interim, located at 3700 South Tamiami Trail, Sarasota, Florida 34239, shall become the main office of the Continuing Bank.

Section 3.

Upon the merger becoming effective, the corporate existence of West Coast and Interim shall, as provided by the Act, be merged into and continued in the Continuing Bank, and the Continuing Bank shall be deemed to be the same corporation as West Coast and Interim. All rights, franchises and interests of West Coast and Interim, respectively, in and to every type of property (real, personal and mixed), and chooses in action, shall be transferred to and vested in the Continuing Bank by virtue of such merger without any deed or other transfer, and the Continuing Bank, without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver and committee of estates of lunatics or other incompetents, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by West Coast and Interim, respectively, at the time the merger becomes effective.

Upon the merger becoming effective, the Continuing Bank shall be liable for all liabilities of West Coast; and all deposits, debts, liabilities and obligations and contracts of West Coast and Interim, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of West Coast or Interim, as the case may be, shall be those of the Continuing Bank, and shall not be released or impaired by the merger; and all rights of creditors and other obligees and all liens on property of either West Coast or Interim shall be preserved unimpaired.

West Coast's employees benefit plans will be continued as employee benefit plans of the Continuing Bank.

Section 4.

Upon the merger becoming effective:

- (a) Each share of Common Stock of West Coast shall be exchange for F.N.B. stock in accordance with the following formula:

- (i) **Exchange Ratio.** At the time of the merger and subject to the conditions set forth below, the West Coast stock shall be converted into and exchanged for the number of shares of F.N.B. common stock determined by multiplying the "Designated Price" of F.N.B. common shares, as that term is defined in Article 11 of the Agreement and Plan of Merger, times the quotient rounded to the third decimal point, obtained by dividing \$33.96 by the "Designated Price" of F.N.B. common stock.
- (ii) **Condition 1.** In the event the "Designated Price" of F.N.B. common stock shall be equal to or less than \$30.875, then the Exchange Ratio shall become fixed at 1.10 shares of F.N.B. common stock for each share of West Coast common stock.
- (iii) **Condition 2.** In the event the "Designated Price" of F.N.B. common stock shall be equal to or greater than \$34.00, then the Exchange Ratio shall become fixed at 1 share of F.N.B. common stock for each share of West Coast common stock.
- (iv) **Right of Termination.** In the event the "Designated Price" of F.N.B. common stock shall be less than \$26.00, then West Coast may, at any time during the period commencing on the "Determination Date," as that term is defined in Article 11 of the Agreement and Plan of Merger, and ending at the close of business five (5) business days thereafter, terminate the Agreement and Plan of Merger.

(b) The amount, and the number of shares, of Common Stock of Interim outstanding immediately before the merger become effective shall exactly equal the amount, and the number of shares, of Common Stock of Interim outstanding immediately before the merger.

Section 5.

The Board of Directors of the Continuing Bank upon the merger becoming effective shall consist of all the persons who are Directors of Interim and certain designated persons of Southwest Banks, Inc. immediately before the merger becomes effective.

Section 6.

This Plan shall be approved by the sole shareholder of West Coast and Interim, by unanimous written consent in accordance with the applicable provisions of law and the respective Articles of Association and Bylaws of West Coast and Interim. West Coast and Interim shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and of the taking of any action, and the satisfaction of all other requirements prescribed by law or otherwise, necessary for consummation of the merger on the terms herein provided, including without being limited to, the preparation and submission of an application to the Florida's Comptrollers Office for approval under the provisions of the Florida Banking Code, as amended, and the Act.

Section 7.

Effectuation of the merger herein provided for is conditioned upon:

(a) Ratification and confirmation of this Plan by the affirmative vote of shareholders of West Coast and Interim owning at least two-thirds (66-2/3 %) of the outstanding shares of Common Stock of each bank, as required by law;

(b) Procurement of all other consents, approvals and rulings, and satisfaction of all other requirements, prescribed by law which are necessary for consummation of the merger.

Section 8.

In the event that:

(a) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed merger which shall make consummation of the merger inadvisable in the opinion of either the Board of Directors of West Coast or the Board of Directors of Interim; or

(b) Any action, consent or approval, governmental or otherwise, which is, or in the opinion of counsel for West Coast may be, necessary to permit or enable the Continuing Bank, upon and after the merger, to conduct all or any part of the business activities being conducted by West Coast as of the time of the merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(c) For any other reason consummation of the merger is inadvisable in the opinion of the Board of Directors of both West Coast and Interim, then this Plan may be terminated at any time before the merger becomes effective by written notice by either West Coast or Interim to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section 8, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination thereof on the part of either West Coast or Interim or the directors, officers, employees, agents, or shareholders of either of them.

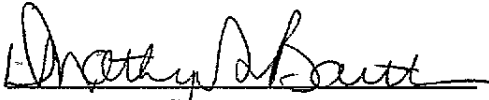
Section 9.


Subject to the terms and upon satisfaction of all requirements of the law and conditions specified in this Plan, including, among other conditions, receipt of the approval of the Florida Comptroller's Office referred to in Section 6 above, the merger shall become effective at the time specified in the certificate to be issued by the Florida Comptroller's Office under the seal of his office approving the merger.

IN WITNESS WHEREOF, West Coast and Interim have caused this Plan of Reorganization and Agreement to Merge to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written, and directors, constituting a majority of the Board of Directors of each such bank, have hereunto subscribed their names.

ATTEST:

WEST COAST BANK

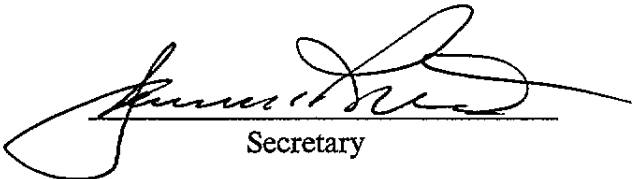

Secretary

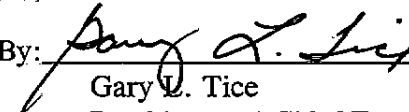
By: 
Joseph D. Hudgins
President and Chief Executive Officer

[CORPORATE SEAL]

ATTEST:

SOUTHWEST INTERIM BANK NO. 3


Secretary

By: 
Gary L. Tice
President and Chief Executive Officer

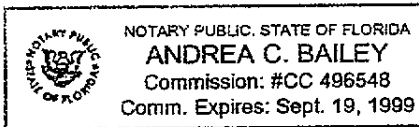
[CORPORATE SEAL]

ACKNOWLEDGMENT

STATE OF FLORIDA }
 }
 } SS
COUNTY OF SARASOTA }

On this 16 day of October, 1997, before me, a Notary Public for the State and County aforesaid, personally came Joseph D. Hudgins as President and Chief Executive Officer, of WEST COAST BANK and in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal.

WITNESS my official seal and signature this date and year aforesaid.



(Seal of Notary)

Andrea C. Bailey
Notary Public, State of Florida

My Commission Expires: Sep. 19, 1999

STATE OF FLORIDA }
 }
 } SS
COUNTY OF COLLIER }

On this 21st day of October, 1997, before me, a Notary Public for the State and County aforesaid, personally came Gary L. Tice as President and Chief Executive Officer, of SOUTHWEST INTERIM BANK NO. 3 and in his said capacity acknowledged the foregoing instrument to be the act and deed of said association and the seal affixed thereto to be its seal.

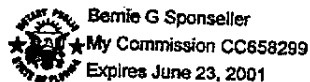
WITNESS my official seal and signature this date and year aforesaid.

(Seal of Notary)

Bernie G. Sponseller
Notary Public, State of Florida

My Commission Expires:

JGO:cal
10/10/97
c:\wpdata\west coast bank\plan of organization and agreement to merge-



ARTICLES OF INCORPORATION OF

WEST COAST BANK

The undersigned directors of West Coast Bank, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be West Coast Bank and its initial place of business shall be at 2035 Cattleman Road, in the City of Sarasota, in the County of Sarasota, and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 3,000,000. Such shares shall be of a single class and shall have a par value of \$2.00 per share. The corporation shall begin business with at least \$900,000 in paid-in common stock to be divided into 450,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,301,000 and the amount of undivided profits, not less than \$135,000, all of which (capital stock, surplus and undivided profits shall be paid in cash).

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code

ARTICLE V

(a) The initial number of directors shall be not fewer than five (5). The names and street addresses of the first directors of the corporation are:

| <u>Name</u> | <u>Street Address</u> |
|--------------------|--|
| Robert P. Brown | 1101 Verna Road Sarasota, Florida |
| Robert A. Davidson | Rt. 14, Box 75-5 Sarasota, Florida |
| Pat F. Ferlise | 1400 Harbor Drive Sarasota, Florida |

James H. Lanier

2316 Stickney Point Rd.
Sarasota, Florida

Mario U. Marchese

4817 Ocean Boulevard
Sarasota, Florida

Dr. John W. Reeder

1125 N. Lake Shore Drive
Sarasota, Florida

H. Monroe Warrington

5850 Vanderipe Road
Sarasota, Florida

(b) The board of directors shall be divided into three (3) classes, whose terms shall expire at different times. At the annual shareholders' meeting to be held in 1989, three (3) directors shall be elected for a term of one (1) year, three (3) for a term of two (2) years, and three (3) for a term of three (3) years. At each subsequent annual shareholders' meetings, successors to the class of directors whose terms expire that year shall be elected to hold office for a term of three (3) years.

(c) A majority of a full board of directors may, at any time during the year following the annual meeting of shareholders at which such action has been authorized, increase the number of directors of the corporation by not more than two (2) and appoint persons to fill the resulting vacancies; provided, however, that the board of directors shall consist of not less than five (5) directors. If the number of directors is changed, any increase or decrease in directorships shall be so apportioned among the classes so as to make all classes as nearly equal in number as possible.

(d) Each person appointed to fill a vacancy in a directorship, shall hold office only until the next annual shareholders' meeting to such directorship shall extend until the next scheduled election of the class of directors of which the person is a member.

ARTICLE VI

The names and addresses of the incorporators are:

Name

Street Address

Robert P. Brown

1101 Verna Road
Sarasota, Florida

Robert A. Davidson

Rt. 14, Box 75-5
Sarasota, Florida

Pat F. Ferlise

1400 Harbor Drive
Sarasota, Florida

James H. Lanier

2316 Stickney Point Rd.
Sarasota, Florida

Mario U. Marchese

4817 Ocean Boulevard
Sarasota, Florida

Dr. John W. Reeder

1125 N. Lake Shore Drive
Sarasota, Florida

H. Monroe Warrington

5850 Vanderipe Road
Sarasota, Florida

ARTICLE VI

An affirmative vote by the holders of not less than 80% of the total shares entitled to vote is required to approve a merger or consolidation involving the corporation, the sale or other disposition by the corporation of all or substantially all of its assets, an amendment of Article V of the articles of incorporation that would reduce the number of classes of directors, or an amendment of this Article VII of the articles of incorporation; provided, however, that if federal or state banking regulatory authority notifies the corporation that the corporation's regulatory capital is inadequate, this Article VII shall not be effective, and shall remain ineffective until such banking regulatory authority notifies the corporation that its regulatory capital is adequate.

ARTICLE VII

(a) In exercising its business judgment concerning any "acquisition proposal" (as defined below), the board of directors may consider the following factors, among others:

(1) The consideration being offered in the acquisition proposal in relation to the Board's estimate of:

- (i) The current value of the corporation in a freely negotiated sale of either the corporation by merger, consolidation or otherwise, or all or substantially all of the corporation's assets;
- (ii) The current value of the corporation if orderly liquidated;
- (iii) The future value of the corporation over a period of years as an independent entity discounted to current value;

(2) Then existing political, economic and other factors bearing on security prices generally or the current market value of the corporation's securities in particular.

(3) Whether the acquisition proposal might violate federal, state or local laws;

(4) Social, legal and economic effects on employees, suppliers, customers and others having similar relationships with the corporation, and the communities in which the corporation conducts its business;

(5) The financial condition and earning prospects of the person making the acquisition proposal including the person's ability to service its debt and other existing or likely financial obligations; and

(6) The competence, experience and integrity of the person making the acquisition proposal.

(b) "Acquisition proposal" means any proposal of any person:

(1) For a tender offer, exchange offer, or other comparable offer for any equity security of the corporation;

(2) To merge or consolidate the corporation with another corporation; or

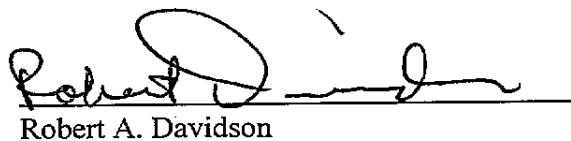
(3) To purchase or otherwise acquire all or a substantial part of the assets of the corporation.

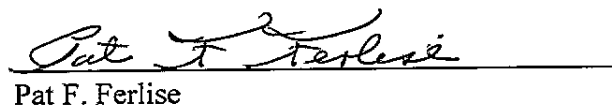
(c) Nothing in this Article VIII shall require the corporation or any director of the corporation to respond to any particular acquisition proposal.

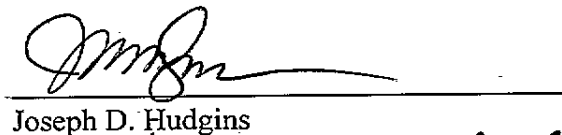
These Articles of Incorporation may be executed in more than one counterpart, or in separate counterparts as the parties deem desirable, each of which, when fully executed, shall constitute an original.

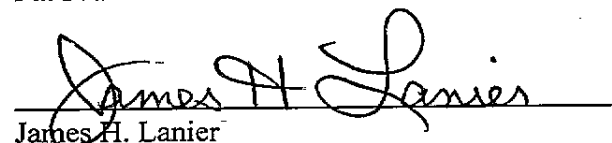
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 8th day of January, A.D. 1989.

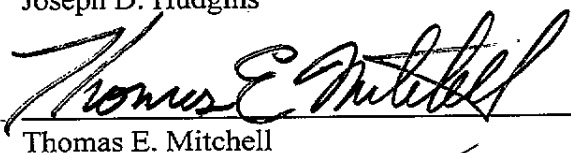

Robert P. Brown


Robert A. Davidson

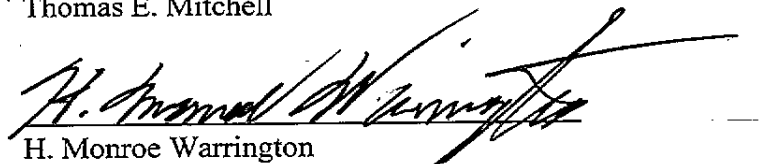

Pat F. Ferlise


Joseph D. Hudgins


James H. Lanier


Thomas E. Mitchell


Dr. John W. Reeder


H. Monroe Warrington

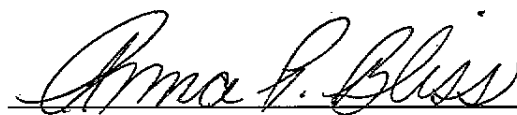
State of Florida }
 }
County of Sarasota }

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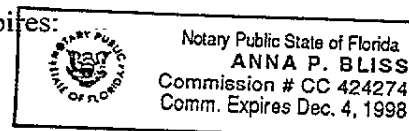
Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared Robert P. Brown, Robert A. Davidson, Pat F. Ferlise, Joseph D. Hudgins, James H. Lanier, Thomas E. Mitchell, and H. Monroe Warrington, known to me and known by me to be the individuals described in and who executed the foregoing Articles of Incorporation of West Coast Bank and each being duly sworn severally acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 8th day of January, A.D. 1998.

(SEAL)


Notary Public - State of Florida at Large

My Commission Expires:



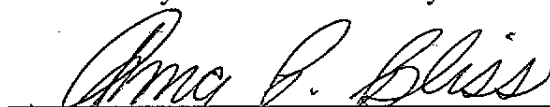
State of Florida }
 }
County of Sarasota }

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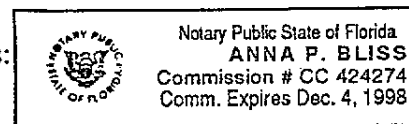
Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared Dr. John W. Reeder, known to me and known by me to be the individuals described in and who executed the foregoing Articles of Incorporation of West Coast Bank and each being duly sworn severally acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 8th day of January, A.D. 1998.

(SEAL)


Notary Public - State of Florida at Large

My Commission Expires:



Approved by the Department of Banking and Finance this _____ day of _____, 1998.

Robert F. Milligan
Comptroller of the State of Florida

CERTIFICATE OF SECRETARY

I, WILLIAM J. RUNDORFF, do hereby certify that I am the Secretary of the Executive Committee of F.N.B. Corporation, Hermitage, Mercer County, Pennsylvania; and that as said Secretary, I am the custodian of the books and records of the Executive Committee, and that the following Resolutions is a true and correct copy of an excerpt of the minutes of the meeting of the Executive Committee of the Board of Directors, at which meeting a quorum of the Executive Committee members was present, which meeting was duly and properly called and held on October 23, 1997:

* * *

WHEREAS, F.N.B. Corporation ("F.N.B.") chartered Southwest Interim Bank No. 3 ("Interim") as a wholly-owned subsidiary for the sole purpose of facilitating its proposed merger with West Coast Bank ("West Coast") pursuant to the terms and conditions of a August 13, 1997 "Agreement and Plan of Merger By and Among F.N.B. Corporation, Southwest Banks, Inc. and West Coast Bank" (to be joined by Southwest Interim Bank No. 3) (the "Agreement"); and

WHEREAS, under the terms of said Agreement West Coast will merge with and into Interim, with Interim being the resulting bank. and

WHEREAS, consistent with the requirements of the Florida Department of Banking and applicable laws and regulations the purpose of this meeting is for F.N.B., as Interim's sole shareholder, to elect the Board of Directors of Interim and approve the merger of Interim with and into West Coast.

RESOLVED, the Board hereby elects Gary L. Tice, Garrett S. Richter, David W. Gomer, C.C. Coghill and Terry Read Walston as directors of Interim to serve until the merger of West Coast with and into Interim.

FURTHER RESOLVED, that the Articles of Incorporation and organization certificate to be filed with the Florida Department of Banking are hereby ratified and approved by the Board.

FURTHER RESOLVED, that based on presentations made to the Board at this meeting and upon other matters as are deemed relevant to the Board, the Board hereby approves and adopts Southwest Interim Bank, No. 3 as a party to the August 13, 1997 Agreement and any amendments thereto, and authorizes the Bank to enter into the "Plan of Reorganization and Agreement to Merge West Coast Bank with and into Southwest Interim Bank, No. 3."

FURTHER RESOLVED, the Board hereby approves the merger of West Coast with and into Interim, with Interim being the resulting bank under the title of "West Coast Bank."

FURTHER RESOLVED, that following the merger of West Coast Bank with and into Interim the following are elected as the Board of Directors of the resulting bank to serve until the next annual meeting of the resulting bank: Gary L. Tice, Garrett S. Richter, David W. Gomer, C.C. Coghill and Terry Read Walston.

FURTHER RESOLVED, that if a specific form of preamble or resolution relating to this transaction is prescribed by any governmental agency having jurisdiction over this transaction or by any other party to this transaction, then each such preamble and resolution shall be deemed to have been and hereby is adopted by this Board of Directors, and the Secretary and each Assistant Secretary of Southwest are hereby authorized to certify the adoption of same as though it had now been presented to this meeting, all such preambles and resolutions so certified to be inserted in the minute book of Southwest following the minutes of this meeting.

FURTHER RESOLVED, that the officers of Southwest be and are hereby authorized and directed for and on behalf of Southwest to execute and file with the appropriate regulatory agencies such applications, certificates, undertakings, consents to service of process and other documents, together with any amendments and modifications thereof, to execute such other documents and to take such other and further action as to such officers shall appear necessary, proper or convenient in order to carry out the intent and purposes of the foregoing.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this 23rd day of October, 1997.


William J. Rundorff, Secretary

CERTIFICATE OF RESOLUTION

I, Dorothy S. Barth, Secretary of West Coast Bank, do hereby certify that the following resolutions are a true and exact copy of the resolutions unanimously adopted by the Shareholders of West Coast Bank, at a meeting duly convened and held on December 31, 1997, and that such resolutions have not been amended, modified or rescinded and remain in full force and effect.

WHEREAS, there has been presented to this meeting an "Agreement and Plan of Merger by and among F.N.B. Corporation, Southwest Banks, Inc., and West Coast Bank and Amendments Thereto" ("Agreement and Plan of Merger"), a copy of which is attached to this Resolution; and

WHEREAS, it is deemed to be in the best interest of the shareholders of West Coast Bank that the terms and conditions of the Agreement and Plan of Merger be approved and performed;

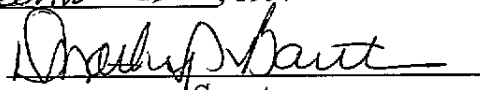
NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger submitted to this meeting is hereby approved in excess of 80% of the shareholders of West Coast Bank in the form attached to this Resolution.

RESOLVED FURTHER, that the Board of Directors and the Officers of West Coast Bank are authorized on behalf of West Coast Bank to take all actions and execute and file all documents that may be necessary or convenient to carry out and perform the Agreement and Plan of Merger.

RESOLVED FURTHER, that if a specific form of preamble or resolution relating to this transaction is prescribed by any governmental agency having jurisdiction over this transaction or by any other party to this transaction, then each such preamble and resolutions shall be deemed to have been and hereby is adopted by this Board of Directors, and the Secretary and each Assistant Secretary of the Bank are hereby authorized to certify the adoption of same as though it had now been presented to this meeting, all such preambles and resolutions so certified to be inserted in the minute book of the Bank following the minutes of this meeting.

RESOLVED FURTHER, that the officers of the Bank be and are hereby authorized and directed for and on behalf of the Bank to execute and file with the appropriate regulatory agencies such applications, certificates, undertakings, consents to services of process and other documents, together with any amendments and modifications thereof, to execute such other documents and to take such other and further action as to such officers shall appear necessary, proper or convenient in order to carry out the intent and purposes of the foregoing.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Bank this 31st day of December, 1997


Secretary



West Coast Bank

S A R A S O T A

December 31, 1997

West Coast Bank
2035 Cattlemen Road
Sarasota, Florida 34232

Ladies and Gentlemen:

In connection with the Special Meeting of Shareholders held December 31, 1997, the following votes are hereby certified by the undersigned. Each vote represents one share of common stock.

We have received 509,766 votes by proxy and 500 votes in person with respect to the proposal listed below, representing a total of 510,266 votes or 87.36 % of the shares of common stock outstanding at the November 25, 1997 record date for the meeting. The outcome of the voting is as follows:

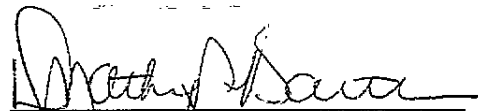
Proposal to approve the Agreement and Plan of Merger dated as of August 13, 1997 and amended October 16, 1997 among F.N.B. Corporation, Southwest Banks, Inc. and West Coast Bank:

| | <u>No. of Votes</u> | <u>Percent of Shares Represented and Entitled to Vote</u> |
|----------|---------------------|---|
| For: | <u>508,856</u> | <u>99.72%</u> |
| Against: | <u>1,000</u> | <u>.19</u> |
| Abstain: | <u>410</u> | <u>.09</u> |

Dorothy S. Barth
Cashier

CERTIFICATE

The undersigned, being duly elected, qualified and acting Cashier of West Coast Bank, does hereby certify that the Notice of Special Meeting, Proxy Statement and Form of Proxy for the Special Meeting of Shareholders to be held December 31, 1997 at the Cattlemen Road Office of the Company, Sarasota, Florida were mailed, postage prepaid, to each of the stockholders of record at the close of business on November 25, 1997 who was entitled to notice of and to vote at this meeting.

A handwritten signature in dark ink, appearing to read "Dorothy S. Barth", is written over a horizontal line.

Dorothy S. Barth
Cashier
West Coast Bank