

P98000017244

F.N.B. Corporation

May 16, 2002

Mr. Joey Bryan, Document Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-05/22/02--01016--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**VIA FEDERAL EXPRESS**

- Re: 1. Articles of Merger of First National Investment Services Company (Florida Corporation) with and into First National Investment Services Company (Pennsylvania Corporation); and
2. Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed please find Articles of Merger and Merger Agreement to merge First National Investment Services Company, Naples, Florida with and into First National Investment Services Company, Hermitage, Pennsylvania along with our check in the amount of \$70.00 and the Application by Foreign Corporation for Authorization to Transact Business in Florida which was originally rejected by your office on May 9, 2002 because the name was not available.

Please mail all correspondence regarding this transaction to my attention at the following address:

Christine A. Lombardo, Paralegal  
F.N.B. Corporation  
One F.N.B. Boulevard - 1<sup>st</sup> Floor  
Hermitage, PA 16148

*merger  
T. Lewis 5/22/02*

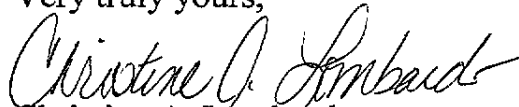
RECEIVED  
02 MAY 22 AM 8:22  
DIVISION OF CORPORATIONS

FILED  
02 MAY 22 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mr. Joey Bryan  
May 16, 2002  
Page 2

I trust the enclosed is complete and correct, but should you require any additional information, please contact me at (724) 983-3322.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Christine A. Lombardo".

Christine A. Lombardo  
Paralegal

:cal  
Enclosures

c:\wpdata\misc\florida department of state regarding authorization for FNIS to transact business in florida

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST NATIONAL INVESTMENT SERVICES COMPANY, a Florida entity,  
P98000017244.

INTO

FIRST NATIONAL INVESTMENT SERVICES COMPANY, a Pennsylvania  
entity not qualified in Florida.

File date: May 22, 2002

Corporate Specialist: Thelma Lewis

**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.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

First National Investment Services Company      Pennsylvania

FILED  
02 MAY 22 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

First National Investment Services Company      Florida

_____	_____
_____	_____
_____	_____
_____	_____

**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**      /      /      (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 October 18, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 October 15, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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 National Investment  
Services Company

David L. King

Jack R. Kuhn, President

~~First National Investment  
Services Company~~

*[Signature]*

Garrett S. Richter, President

**PLAN OF REORGANIZATION AND AGREEMENT TO MERGE  
FIRST NATIONAL INVESTMENT SERVICES COMPANY  
with and into  
FIRST NATIONAL INVESTMENT SERVICES COMPANY  
under the title of  
"FIRST NATIONAL INVESTMENT SERVICES COMPANY"**

THIS AGREEMENT (the "Merger Agreement") made as of this 15th day of November, 2001 adopted and made by and between the following (each a "Party" and, collectively, the "Parties"): FIRST NATIONAL INVESTMENT SERVICES COMPANY (hereinafter referred to as "First National"), a Florida corporation organized under the laws of the State of Florida, being located in the city of Naples, County of Collier, in the State of Florida, with authorized capital of \$1.00 divided into 100 shares of Common Stock each of \$.01 par value, of which 100 shares are issued and outstanding, as of November 15, 2001, and FIRST NATIONAL INVESTMENT SERVICES COMPANY (hereinafter referred to as "FNIS"), a Pennsylvania corporation organized under the laws of the Commonwealth of Pennsylvania, being located in the City of Hermitage, County of Mercer, in the Commonwealth of Pennsylvania, with authorized capital of \$.10 divided into 10 shares of Common Stock each of \$.01 par value of which 10 shares are issued and outstanding, as of November 15, 2001, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of at least a majority of its directors;

WHEREAS, the Board of Directors of First National Bank of Florida as sole shareholder of First National, after careful consideration and review, have approved the merger of First National with and into FNIS with the resulting corporation assuming the corporate title, "First National Investment Services Company"; and

WHEREAS, the Board of Directors of First National Trust Company as sole shareholder of First National Investment Services Company, after careful consideration and review, have approved the merger of First National with and into FNIS with the resulting corporation assuming the corporate title, "First National Investment Services Company"; and

WHEREAS, the Parties deem the merger to First National with and into FNIS, under and pursuant to the terms and conditions set forth or referred to herein, to be desirable and in the Parties' best interest and in the interest of their respective shareholder; and

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained and intending to be legally bound hereby, the Parties hereto agree as follows:

**Section 1.**

First National shall merge with and into, and under the Articles of Incorporation of FNIS and FNIS shall be the surviving corporation.

## **Section 2.**

Upon the merger becoming effective, (i) the name of FNIS as the surviving corporation (herein referred to as the "Continuing Corporation" whenever reference is made to it as of the time of the merger or thereafter) shall remain "First National Investment Services Company," (ii) the Articles of Incorporation of the Continuing Corporation shall be as set forth in Appendix A, annexed hereto and made a part hereof, (iii) the Bylaws of the Continuing Corporation, as amended and adopted by the Board of Directors, shall be set forth in Appendix B, annexed hereto and made a part hereof; and (iv) the principal office of FNIS, located at One F.N.B. Boulevard, Hermitage, Pennsylvania 16148, shall be the main office of the Continuing Corporation.

## **Section 3.**

Upon the merger becoming effective, the corporate existence of First National shall be merged into and continued in the Continuing Corporation, and the Continuing Corporation shall be deemed to be the same corporation as First National. All rights, franchises and interests of First National, in and to every type of property (real, personal and mixed), and choses in action, shall be transferred to and vested in the Continuing Corporation by virtue of the merger without any deed or other transfer, and the Continuing Corporation, 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 First National, immediately prior to the time the merger becomes effective. Upon the merger becoming effective, the Continuing Corporation shall be liable for all liabilities of First National; and all deposits, debts, liabilities and obligations and contracts of First National, 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 First National, as the case may be, shall be those of the Continuing Corporation, and shall not be released or impaired by the merger; and all rights of creditors and other obligees and all liens on property of First National shall be preserved unimpaired.

## **Section 4.**

Upon the merger becoming effective all the outstanding shares of First National common stock shall be cancelled.

## **Section 5.**

The Board of Directors of the Continuing Corporation upon the merger becoming effective shall consist of the following Directors: Michael H. Morris, Andrew A. Barnette, Henry M. Ekker, James E. Knarr, D.M.D., Arlene M. Nichols and Archie O. Wallace.

#### **Section 6.**

The Parties agree that upon consummation of the Merger transaction, all rights and interest any of them shall have in the name "First National Investment Services Company" shall be transferred to FNIS.

#### **Section 7.**

This Plan shall be approved by the sole shareholder of FNIS, in accordance with the applicable provisions of law and the respective Articles of Incorporation and Bylaws of FNIS. FNIS 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 Articles of Merger.

#### **Section 8.**

Effectuation of the merger herein provided for is conditioned upon 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 9.**

FNIS or First National may terminate the Plan for the following reasons at any time before the merger becomes effective by written notice to the other party, authorized or approved by resolution adopted by the Board of Directors giving such notice:

(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 the Board of Directors of First National or FNIS; or

(b) Any action, consent or approval, governmental or otherwise, which is, or in the opinion of counsel for FNIS or First National may be, necessary to permit or enable the Continuing Corporation, upon and after the merger, to conduct all or any part of the business activities being conducted by FNIS or First National 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 FNIS or First National.

Upon termination by written notice as provided in this Section 9, the Plan shall be void and of no further effect, and there shall be no liability by reason of the Plan or the termination thereof on the part of FNIS or First National or the directors, officers, employees, agents, or shareholders of either of them.



**Section 10.**

Subject to the terms and upon satisfaction of all requirements of the law and conditions specified in the Plan, the merger shall become effective upon filing of the Articles of Merger with the Department of State.

IN WITNESS WHEREOF, First National and FNIS has caused this Plan of Reorganization and Agreement to Merge to be executed by their respective duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

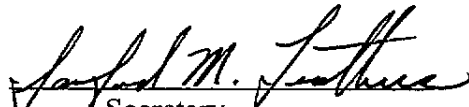
  
Secretary

[CORPORATE SEAL]

FIRST NATIONAL INVESTMENT SERVICES  
COMPANY

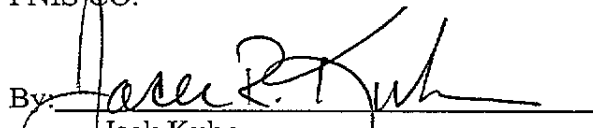
By:   
Garrett S. Richter  
President & CEO

ATTEST:

  
Secretary

[CORPORATE SEAL]

FNIS CO.

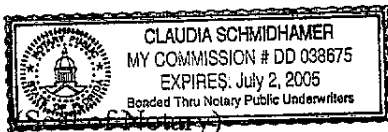
By:   
Jack Kuhn  
President

ACKNOWLEDGMENT

STATE OF FLORIDA }  
COUNTY OF Collier } SS

On this 15<sup>th</sup> day of November 2001, before me, a Notary Public for the State and County aforesaid, personally came Garrett S. Richter as President and CEO of First National Investment Services Company, a Florida corporation, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

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



Claudia Schmidhamer  
Notary Public

My Commission Expires: 7-2-2005

STATE OF FLORIDA }  
COUNTY OF Collier } SS

On this 15<sup>th</sup> day of November 2001, before me, a Notary Public for the State and County aforesaid, personally came Jack Kuhn as President, of First National Investment Services Company, and in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed thereto to be its seal.

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

Martha L. McFadden  
Notary Public

(Seal of Notary)

My Commission Expires:



Martha L. McFadden  
Commission # CG 902404  
Expires March 4, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

JGO:cal  
09/18/01

\\wpdata\\misc\\plan of organization and agreement to merge first national investment services co with fnis