

P98000058754

(Requestor's Name)

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(City/State/Zip/Phone #)

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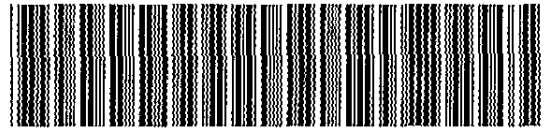
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 15 AM 9:25

Merger
LH
8-15-2003

STATE OF FLORIDA OFFICE OF FINANCIAL REGULATION

DATE: August 14, 2003

TO: Louise Jackson, Department of State
Division of Corporations

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Merger of Marine National Bank with and
into Old Florida Bank and under the title of
Old Florida Bank

Please file the attached "Merger Documents" for the above-referenced institutions, using 6:01 P. M., AUGUST 15, 2003, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, Florida 32399-0371
- (2) Two copies to: Mr. David J. Mack
Werner & Blank, LLC
7205 West Central Avenue
Toledo, Ohio 43617
- (3) One copy to: Mr. Steven King
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR:mergeart


DEPARTMENT OF FINANCIAL SERVICES

OFFICE OF FINANCIAL REGULATION



Having been approved by the Director of the Office of Financial Regulation on May 27, 2003, to merge Marine National Bank, Naples, Collier County, Florida, and Old Florida Bank, Fort Myers, Lee County, Florida, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement of Merger," which contains the Articles of Incorporation of Old Florida Bank (the resulting bank), so that effective at 6:01 p. m., on August 15, 2003, they shall read as stated herein.

Signed on this 11TH day of August 2003.


Deputy Director

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 AUG 15 AM 9:25

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Old Florida Bank	Florida	P98000058754

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Marine National Bank	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 8 / 15 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more
6:01 p.m. 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 3/5/03

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 7/23/03

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

Old Florida Bank



Larry W. Johnson, President

Marine National Bank

James S. Weaver, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Old Florida Bank

Larry W. Johnson, President

Marine National Bank

James S. Weaver

James S. Weaver, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Old Florida Bank</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Marine National Bank</u>	<u>Florida</u>
<u>Old Florida Bank</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Please see the Agreement & Plan of Merger attached hereto as Exhibit A.

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

Please see the Agreement & Plan of Merger attached hereto as Exhibit A.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT OF MERGER OF OLD FLORIDA BANK AND MARINE NATIONAL BANK

Effective Date: 6:01 p. m., August 15, 2003

This Agreement of Merger (the "Bank Agreement of Merger") is entered into as of March 1, 2003, between Old Florida Bank, a Florida banking corporation ("Bank" or "Resulting Bank") and Marine National Bank ("Marine"), a nationally chartered banking association. This Bank Agreement of Merger is being entered into pursuant to an Agreement and Plan of Merger (the "Agreement") dated as of December 31, 2002, between Old Florida Bankshares, Inc., a Florida corporation ("Old Florida") and Marine Bancshares, Inc., a Florida corporation ("Marine Bancshares"). Bank and Marine are sometimes referred to herein as the "Constituent Corporations". Pursuant to the terms of the Agreement, Marine Bancshares will be merged with and into Old Florida.

The Constituent Corporations do hereby agree, for the purpose of prescribing the terms and conditions of the merger of Marine with and into Bank (the "Bank Merger"), as follows:

1. The Parties.

(a) Bank is a Florida banking corporation and has 1,216,595 shares of its capital stock outstanding, all of which are owned of record and beneficially by Old Florida. Attached as Exhibit A hereto is a listing of each office and branch of the Bank.

(b) Marine is a national bank and has 900,000 shares of its capital stock outstanding, all of which are owned of record and beneficially by Marine Bancshares. Attached as Exhibit B hereto is a listing of each office and branch of Marine.

2. The Bank Merger. Marine shall be merged with and into Bank.

3. Regulatory Approval and Effective Date. The Bank Merger is contingent upon both the prior approval of the Federal Deposit Insurance Corporation under the Bank Merger Act and the prior approval of the Bank Agreement of Merger by the Florida Department of Financial Services (the "Department"), and is also subject to the approval of the sole stockholders of each of the Constituent Corporations. The Bank Merger shall become effective upon the date of issuance of the certificate of merger by the Department (the "Bank Effective Date").

4. Cancellation of Marine Shares. Upon the Bank Merger, the outstanding shares of capital stock of Marine are cancelled and no shares of Bank or other securities or consideration shall be issued in exchange therefor.

5. Bank Shares. Upon the Bank Merger, the outstanding shares of capital stock of Bank shall remain outstanding and are not affected by the Bank Merger. The pro forma capital structure of the Resulting Bank is attached hereto as Exhibit C.

6. Articles of Incorporation. The Articles of Incorporation of Bank, as in effect immediately prior to the Bank Effective Date, shall be the Articles of Incorporation of the Resulting Bank. A copy of the Articles of Incorporation of the Resulting Bank is attached hereto as Exhibit D.

7. Board of Directors. Upon the Bank Merger, the membership of the Board of Directors of Bank shall remain the same, subject to the addition to the Board of Directors of the Bank of Pierce T. Neese and William L. McDaniel, Jr., who are currently directors of Marine. The names and respective addresses of each director that will serve until the next meeting of the stockholders at which directors are to be elected are provided as Exhibit E hereto.

8. Executive Officers. The names and respective addresses of each executive officer of the Resulting Bank are provided as Exhibit F hereto.

9. Corporate Existence. Upon the Bank Merger, the separate existence of Marine ceases and Bank shall succeed, without other transfer, to all the rights and property of Marine and shall be subject to all the debts and liabilities thereof in the same manner as if Bank had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Marine shall be limited to the property affected thereby immediately prior to the time the Bank Merger is effective.

10. Further Assurances. After the Bank Merger becomes effective, Marine, through the persons who were its officers immediately prior to the Bank Merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in Bank.

11. Bylaws. The Bylaws of Bank, as in effect immediately prior to the Bank Effective Date, shall be the Bylaws of the Resulting Bank.

12. Location of Offices. Upon the Bank Effective Date, all offices (including authorized but unopened offices) of Marine shall be combined with those of Bank. All branches of Marine shall be maintained as separate branches of Bank. Attached as Exhibit G hereto is a listing of each main and branch office that will be operated by the Resulting Bank.

13. Agreements. This Bank Agreement of Merger and the Agreement are intended to be construed together in order to effectuate their purposes.

14. Termination Provision. This Bank Agreement of Merger shall be terminated and the Bank Merger abandoned at any time prior to the Bank Effective Date and whether before or after approval of this Bank Agreement of Merger by mutual agreement of the Board of Directors or shareholders of either of the respective Constituent Corporations or in the event that the Agreement is terminated in accordance with its terms.

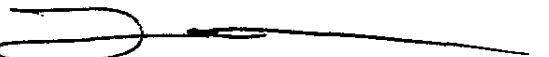
15. Counterparts. This Bank Agreement of Merger may be executed in one or more counterparts.

16. Exhibits. Each of the Exhibits attached to this Bank Agreement of Merger is fully incorporated herein.

17. Trust Powers. The Resulting Bank will not have trust powers.

IN WITNESS WHEREOF, Bank and Marine have caused this Bank Agreement of Merger to be executed on their behalf by their officers pursuant to the approval and authority duly given by resolutions of their respective Boards of Directors, all as of the date set forth above.

OLD FLORIDA BANK

By: 
Name: Larry W. Johnson
Title: President and Chief Executive Officer

MARINE NATIONAL BANK

By: _____
Name: Pierce T. Neese
Title: Chairman

16. Exhibits. Each of the Exhibits attached to this Bank Agreement of Merger is fully incorporated herein.

17. Trust Powers. The Resulting Bank will not have trust powers.

IN WITNESS WHEREOF, Bank and Marine have caused this Bank Agreement of Merger to be executed on their behalf by their officers pursuant to the approval and authority duly given by resolutions of their respective Boards of Directors, all as of the date set forth above.

OLD FLORIDA BANK

By: _____

Name: Larry W. Johnson

Title: President and Chief Executive
Officer

MARINE NATIONAL BANK

By:  _____

Name: Pierce T. Neese

Title: Chairman

EXHIBIT INDEX

Exhibit A.	Pre-Merger List of the Main and Branch Offices of Old Florida Bank
Exhibit B.	Pre-Merger List of the Main and Branch Offices of Marine National Bank
Exhibit C.	Pro Forma Capital Structure of Old Florida Bank
Exhibit D.	Articles of Incorporation of Old Florida Bank
Exhibit E.	Name and Address of Each Member of the Board of Directors of Old Florida Bank
Exhibit F.	Name and Address of Each Executive Officer of Old Florida Bank
Exhibit G.	Post-Merger List of the Main and Branch Offices of Old Florida Bank

Exhibit A.

Pre-Merger List of the Main and Branch Offices of Old Florida Bank

Main Office
6321 Daniels Parkway
Fort Myers, FL 33912

Bonita Springs Branch
24201 Walden Center Drive
Bonita Springs, FL 34134

Exhibit B. Pre-Merger List of the Main and Branch Offices of Marine National Bank

Main Office
2325 Vanderbilt Beach Rd.
Naples, Florida 34109

**Exhibit C. Pro Forma Capital Structure of Old Florida Bank
as of December 31, 2002**

1. Number of shares of each class of capital stock

1,216,595 Common Shares

2. The par value of each share of each class of capital stock

Par Value: \$5.00

3. Limitations, rights, preferences, or other special terms, if any, of each class of capital stock

None

4. Capital Surplus

\$11,728,000

5. Retained Earnings or Undivided Profits

\$1,886,000

Exhibit D.

Articles of Incorporation of Old Florida Bank

FILED

**ARTICLES OF INCORPORATION
OF
OLD FLORIDA BANK**

**98 JUN 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Old Florida Bank and its initial place of business shall be at 6900-17 Daniels Parkway, in the County of Lee and State of Florida, Fort Myers.

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 Financial Institutions Codes, 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 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$2,750,000 in paid-in common capital stock to be divided into 550,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,500,000 and the amount of undivided profits, not less than \$1,250,000 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 Financial Institutions Codes.


ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:


NameStreet Address

Charles C. Bundschu, III	15301 Orange River Road, Fort Myers, FL 33905
Gordon H. Fay	16904 Timberlakes Drive, Fort Myers, FL 33908
Frank Galeana	13323 Rosewood Lane, Naples, FL 34119
Elmo J. Hurst	27281 Ibis Cove Court, Bonita Springs, FL 34134
Joseph E. D'Jamoos	13356 Rosewood Lane, Naples, FL 34119
Karl L. Johnson	2141 W. Lakeview Blvd., N. Fort Myers, FL 33903
Larry W. Johnson	12611 Allendale Circle, Fort Myers, FL 33912

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 18 day of JUNE, A.D. 1998.

NameStreet Address
Charles C. Bundschu, III

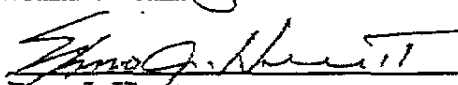
15301 Orange River Road, Fort Myers, FL 33905


Gordon H. Fay

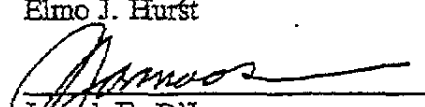
16904 Timberlakes Drive, Fort Myers, FL 33908


Frank Galeana

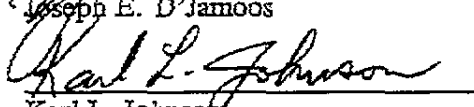
13323 Rosewood Lane, Naples, FL 34119


Elmo J. Hurst

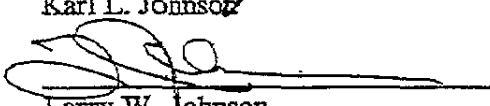
27281 Ibis Cove Court, Bonita Springs, FL 34134


Joseph E. D'Jamoos

13356 Rosewood Lane, Naples, FL 34119


Karl L. Johnson

2141 W. Lakeview Blvd., N. Fort Myers, FL 33903


Larry W. Johnson

12611 Allendale Circle, Fort Myers, FL 33912

STATE OF FLORIDA }
COUNTY OF LEE }

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Charles C. Bundschu, III, who is personally known to me or who has produced NTA as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of June, 1998.

My commission expires:

NOTARY PUBLIC

Gayle Dykstra White

Notary Public, State of Florida

Commission No. CC421439

My Commission Expires 11/7/98

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

STATE OF FLORIDA }
COUNTY OF LEE }

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Gordon H. Fay, who is personally known to me or who has produced NTA as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1998.

My commission expires:



KARL LEIGH JOHNSON
My Commission CC411513
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

NOTARY PUBLIC

Name: KARL LEIGH JOHNSON

STATE OF MICHIGAN }
COUNTY OF Macomb }

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Frank Galeana, who is personally known to me or who has produced NTA as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of June, 1998.

My commission expires: 11-27-2001

Macomb Cnty, MI

NOTARY PUBLIC

Name: Cynthia J. Clifford

STATE OF FLORIDA }
COUNTY OF LEE }

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Elmo J. Hurst, who is personally known to me or who has produced NTA as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1998.

My commission expires:

NOTARY PUBLIC

Name: KARL LEIGH JOHNSON

-3-



KARL LEIGH JOHNSON
My Commission CC411513
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Joseph E. D'Jamoos, who is personally known to me or who has produced as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of June, 1998.

My commission expires **REBECCA D. ANDREWS**
COMMISSION # CC740924
EXPIRES JUL 14, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Rebecca D. Andrews
NOTARY PUBLIC
Name: REBECCA D. ANDREWS

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Karl L. Johnson, who is personally known to me or who has produced as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1998.

My commission expires **CHERYL LEE MAN**
Notary Public, State of Florida
Commission No. CC 752277
My Commission Expires 5/10/02

Cheryl Lee Man
NOTARY PUBLIC
Name: Cheryl Lee Man

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Larry W. Johnson, who is personally known to me or who has produced as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1998.

My commission expires:



KARL LEIGH JOHNSON
My Commission CC411813
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6363

Karl Leigh Johnson
NOTARY PUBLIC
Name: KARL LEIGH JOHNSON

Approved by the Department of Banking and Finance this 29th day of JUNE, 1998.

Tallahassee, Florida

Robert L. Sullivan
Comptroller of the State of Florida
and Head of the Department of Banking
and Finance

FILED
98 JUN 30 PM 3:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**Exhibit E. Name and Address of Each Member of the Board of Directors of Old
Florida Bank**

Larry W. Johnson
6041 Tidewater Island Circle
Fort Myers, FL 33908

Nicholas J. Panicaro
2924 SW 3rd Place
Cape Coral, Florida 33914

Frank Galeana
13323 Rosewood Lane
Naples, FL 34119

Karl L. Johnson
2142 W. Lakeview Blvd.
N. Fort Myers, FL 33903

Charles (Chris) Bundschu, III
15301 Orange River Rd.
Fort Myers, FL 33905

Joseph E. D'Jamoos
7575 Pelican Bay Blvd.
Naples, FL 34108

Elmo J. Hurst
27281 Ibis Cove Ct.
Bonita Springs, FL 34134

William L. McDaniel, Jr.
561 Logan Blvd. N.
Naples, FL 34119

Pierce T. Neese
592 Beachwalk Circle
Naples, FL 34108

Exhibit F.

Name and Address of Each Executive Officer of Old Florida Bank

Larry W. Johnson
President & CEO
6041 Tidewater Island Circle
Fort Myers, FL 33908

Nicholas J. Panicaro
Executive Vice President and CFO
2924 SW 3rd Place
Cape Coral, Florida 33914

Exhibit G. Post-Merger List of the Main and Branch Offices of Old Florida Bank

Main Office
6321 Daniels Parkway
Fort Myers, FL 33912

Naples Branch
2325 Vanderbilt Beach Rd.
Naples, FL 34109

Bonita Springs Branch
401 Walden Center Drive
Bonita Springs, FL 34134

**Action by Written Consent
of the Sole Shareholder of
Old Florida Bank**

The undersigned, representing Old Florida Bankshares, Inc. (the "Corporation"), the sole shareholder of Old Florida Bank (the "Bank"), and waiving any notice otherwise required pursuant to Florida law, does hereby take action by written consent in lieu of a meeting of shareholders:

WHEREAS, on December 31, 2002, the Corporation entered into an Agreement and Plan of Merger (the "Holding Company Merger Agreement") with Marine Bancshares, Inc. ("Marine") providing for the acquisition of Marine by the Corporation through the merger of Marine with and into the Corporation (the "Holding Company Merger");

WHEREAS, the Holding Company Merger Agreement contemplates the merger of Marine National Bank of Naples ("Marine Bank"), currently the wholly-owned subsidiary of Marine, with and into the Bank (the "Bank Merger") immediately subsequent to the effective time of the Holding Company Merger, such Bank Merger to be effected pursuant to the terms of an Agreement and Plan of Merger entered into by and between the Bank and Marine Bank on March 1, 2003 (the "Bank Merger Agreement") and approved by the Bank's Board of Directors by resolution dated February 17, 2003;

NOW, THEREFORE, BE IT RESOLVED, that the Bank Merger Agreement in the form approved by the Bank's Board of Directors is hereby adopted;

RESOLVED FURTHER, that the officers of the Bank are hereby empowered to do any and all acts necessary to accomplish the Bank Merger.

Dated: March 5, 2003

by: 

Larry W. Johnson, President and CEO

CONSENT OF THE SOLE SHAREHOLDER

OF

MARINE NATIONAL BANK

The undersigned, being the sole Shareholder of Marine National Bank, a federally chartered bank (the "Bank"), does hereby without a meeting consent to the adoption of, and does hereby adopt, the following resolution:

RESOLVED, that the Agreement and Plan of Merger attached hereto between the Bank and Old Florida Bank is hereby approved; and

FURTHER RESOLVED, that the Board of Directors of the Bank is severally authorized, in the name and on behalf of the Bank to execute, acknowledge, verify, deliver, file and publish any and all documents and to take any and all such further actions considered by them to be necessary, advisable or convenient in connection with the foregoing resolution, or otherwise in order to carry out and give effect to the intent or purpose of the foregoing resolution.

DATED as of the 31st day of December, 2002.

MARINE BANCSHARES, INC.

By 

Name: Pierre T. Neese

Title: Chairman