

P98000080697

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2011 JUN 27 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/27/11

Igler & Dougherty PA
Requester's Name
2457 Core Dr.
Address
Tallahassee FL 878-2411
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bank of Florida Corporation 199806080697
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☒ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

BANK OF FLORIDA CORPORATION

FILED

ARTICLES OF DISSOLUTION

2011 JUN 27 PM 2:35

Pursuant to the provisions of Sections 607.1403 and 607.1430, Florida Statutes, Bank of Florida Corporation, adopts the following Articles of Dissolution:

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is Bank of Florida Corporation ("Corporation").

ARTICLE II

The Division of Corporation's document number for the Corporation is P98000080697.

ARTICLE III

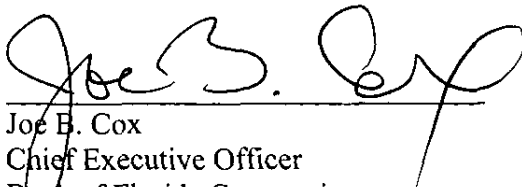
The Board of Directors of the Corporation authorized dissolution of the Corporation on March 8, 2011.

ARTICLE IV

Dissolution was approved by the Circuit Court of the 20th Judicial Circuit, in and for Collier County Florida on June 2, 2011. A copy of the Circuit Court's Order is attached hereto.

IN WITNESS WHEREOF, the undersigned authorized Chief Executive Officer of the Corporation executed these Articles of Dissolution on this 23 day of June, 2011.

By:



Joe B. Cox
Chief Executive Officer
Bank of Florida Corporation

IN THE 20th JUDICIAL CIRCUIT COURT, IN AND FOR
COLLIER COUNTY, FLORIDA
CIVIL DIVISION

FILED 1:38 PM
JUN 3 2011
CLERK OF COURTS
K. MURRAY
FILED IN COMPUTER

IN RE BANK OF FLORIDA CORPORATION

CASE NO.: 1101628CA

ORDER OF JUDICIAL DISSOLUTION

THIS COURT, having reviewed the Petition for Judicial Dissolution of Bank of Florida Corporation (the "Corporation") and having fully reviewed the Court file, states **IT IS HEREBY ORDERED AND ADJUDGED THAT:**

1. The Corporation's Plan of Liquidation and Dissolution (the "Plan") is approved.
2. The Corporation's Board of Directors is authorized to implement the Plan, including the consummation of the transactions contemplated by the Asset Purchase Agreement by and between the Corporation's wholly-owned subsidiary, Florida Trust Company, and IBERIABANK.
3. Upon the Corporation's filing of Articles of Dissolution with the Florida Secretary of State, the Corporation shall file a copy of such Articles of Dissolution with this Court.

DONE AND ORDERED, this 02 day of June 2011.

[Signature]
The Honorable Hugh D. Hayes, Circuit Court Judge

Copy to:

A. George Igler, Esq., Igler & Dougherty, P.A., 2457 Care Drive, Naples, Florida 34108 and for Collier County, do hereby certify that the above instrument is a true and correct copy of the original which is on file in my office in the courthouse in Naples, Collier County, Florida.

OK Jan 6/02/11

Witness under my hand and seal this 8 day of June 2011
[Signature]
DWIGHT E. BROCK, CLERK
By: *[Signature]* Deputy Clerk

**PLAN OF LIQUIDATION AND DISSOLUTION OF
BANK OF FLORIDA CORPORATION**

This *Plan of Liquidation and Dissolution* (this "Plan") is to effect the complete liquidation and dissolution of Bank of Florida Corporation (the "Corporation"), in accordance with the applicable provisions of Chapter 607, *Florida Statutes*, and the following:

1. The Board of Directors (the "Board") of the Corporation shall submit this Plan to the shareholders of the Corporation for approval at a meeting of shareholders to be held as soon as practicable after the date hereof.
2. Should the shareholders of the Corporation not approve this Plan, the Board shall pursue judicial dissolution pursuant to Sections 607.1430-1431, *Florida Statutes*.
3. Consummation of the transactions contemplated by that certain Asset Purchase Agreement by and between IBERIABANK and the Corporation's wholly-owned subsidiary, Florida Trust Company, dated as of February 21, 2011, (the "Agreement") are an inherent part of the implementation of this Plan; therefore, the Agreement is incorporated by reference into this Plan and, if not previously approved by the shareholders of the Corporation, shall be included with this Plan in the judicial dissolution process.
4. Following shareholder approval or the issuance of a judicial order approving a petition for judicial dissolution, this Plan shall become effective on a date selected by the Board, which date shall not be earlier than the date of the consummation of the transactions contemplated by the Agreement (the "Effective Date").
5. On the Effective Date, the Corporation shall file Articles of Dissolution with the Florida Secretary of State.
6. The Board shall cause all assets of the Corporation to be liquidated and all debts and liabilities of the Corporation to be paid promptly after the Effective Date.
7. After payment of all known liabilities, the Board shall set aside cash in a reserve fund in an amount estimated by the Board to be necessary for the payment of estimated expenses, taxes and contingent liabilities (including expenses of liquidation, dissolution and termination of existence and distribution of assets), and shall distribute the balance of any cash assets of the Corporation to its shareholders, as provided in paragraph 8, below.
8. At such time as the Board has determined that all liabilities of the Corporation have been paid or provided for, and in any event within one year of the Effective Date, the Board of Directors shall forthwith cause any funds remaining to be distributed to its shareholders, in one or more installments, as provided in paragraph 9, below.
9. Any distribution of cash pursuant to paragraphs 7 and 8, above, shall be made as follows: (i) first, pro rata to holders of shares of the Corporation's Series B Preferred Stock in the amounts of any cumulated, unpaid dividends due on such shares; (ii) second, pro rata to holders of shares of the Corporation's Series B Preferred Stock in the amount of the liquidation preference of such shares; and (iii) third, pro rata to holders of shares of the Corporation's common stock.
10. As permitted by Section 607.1405(2)(b), *Florida Statutes*, the Corporation's share transfer records relative to its Series B Preferred Stock and its Common Stock shall be closed as of the Effective Date.
11. From and after the Effective Date, the Corporation shall not engage in any business activities, except for the purpose of preserving the value of its assets, winding up its business affairs and distributing its assets in accordance with this Plan and in accordance with Section 607.1405, *Florida Statutes*.
12. The Board is vested with all power and authority to carry out the terms, conditions and provisions of the Plan.
13. As promptly as practicable after the Effective Date, the Corporation shall file all required tax returns, information returns, and other documents required to be filed with the Internal Revenue Service.

ADOPTED by the Board of Directors of the Corporation on March 8, 2011.



Joe B. Cox, Chief Executive Officer