

P99000028638

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

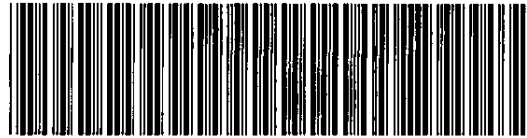
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2010 NOV 16 A 9:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
Tlewis  
11-16-10



J. Thomas Cardwell  
Commissioner

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### INTEROFFICE COMMUNICATION

DATE: November 12, 2010

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

FROM: Bruce Ricca, Division of Financial Institutions

SUBJECT: Merger of Oceanside Bank with and into The Jacksonville Bank,  
Jacksonville, Duval County, Florida

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Please file the attached "Merger Documents" for the above-referenced institutions, using 6:02 p. m., November 16, 2010, as the effective date for the merger.

Please make the following distribution of certified copies of the merger documents:

- (1) One copy to:  
Certified Florida Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Fletcher Building, Sixth Floor  
Tallahassee, Florida 32399-0371
- (2) Two copies to:  
Certified Ms. Valerie A. Kendall  
Mr. Price W. Schwenck  
The Jacksonville Bank  
100 North Laura Street  
Jacksonville, Florida 32202
- (3) One copy to:  
(uncertified) Mr. David Crumby  
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.

**ARTICLES OF MERGER  
OF  
OCEANSIDE BANK, A FLORIDA BANKING CORPORATION  
WITH AND INTO  
THE JACKSONVILLE BANK, A FLORIDA BANKING CORPORATION**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST**: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Jacksonville Bank	Florida	P99000028638

**SECOND**: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Oceanside Bank	Florida	P97000027022


**THIRD**: The Plan of Merger is attached.

**FOURTH**: The merger shall become effective as of November 16, 2010 at 6:02 p.m.

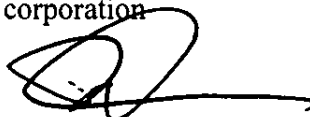
**FIFTH**: The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on November 11, 2010.

**SIXTH**: The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on November 10, 2010.

THE JACKSONVILLE BANK,  
a Florida corporation, Surviving Entity

By:   
Price W. Schwenck, Chairman

OCEANSIDE BANK,  
a Florida corporation

By:   
Barry W. Chandler, President and Chief Executive Officer

2010 NOV 16 A 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

**PLAN OF MERGER  
OF  
OCEANSIDE BANK  
WITH AND INTO  
THE JACKSONVILLE BANK**

Pursuant to this Plan of Merger (the "Plan of Merger"), Oceanside Bank ("Oceanside"), a state banking corporation existing under the laws of Florida, shall be merged with and into The Jacksonville Bank ("JB"), a state banking corporation existing under the laws of Florida.

**ARTICLE I. DEFINITIONS**

The capitalized terms set forth below shall have the following meanings.

"Articles of Merger" shall mean the Articles of Merger to be executed by JB and Oceanside in a form appropriate for filing with the Secretary of State of the State of Florida, relating to the effective consummation of the Merger as contemplated by the Plan of Merger.

"FBCA" shall mean the Florida Business Corporation Act, as amended.

"JB Common Stock" shall mean the common stock, par value \$5.00 per share, of JB.

"Effective Time" shall mean the date and time which the Merger becomes effective as more particularly set forth in Section 2.2 hereof.

"FDIC" shall mean the Federal Deposit Insurance Corporation.

"Oceanside Common Stock" shall mean the common stock, par value \$5.00 per share, of Oceanside.

"Merger" shall mean the merger of Oceanside with and into JB.

"Surviving Company" shall mean JB after consummation of the Merger.

"JBI" shall mean Jacksonville Bancorp, Inc., a bank holding company headquartered in Jacksonville, Florida, which owns 100% of the stock of both JB and Oceanside.

**ARTICLE II. THE MERGER**

2.1. Merger. At the Effective Time, subject to the terms and conditions of this Plan of Merger, Oceanside shall merge with and into JB, the separate existence of Oceanside shall cease, and JB shall survive. The name of the Surviving Company shall be "The Jacksonville Bank." By virtue of the Merger, each share of Oceanside Common Stock issued and outstanding

immediately prior to the Effective Time shall be canceled, and each share of JB Common Stock outstanding immediately prior to the Effective Time shall continue to be issued and outstanding, and shall not be converted, exchanged or altered in any manner as a result of the Merger.

2.2. Effective Time. The parties hereto shall cause the Articles of Merger to be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and at the time specified in the Articles of Merger.

2.3. Capitalization. The number of authorized shares of capital stock of the Surviving Corporation shall be the same as immediately prior to the Merger.

2.4. Articles of Incorporation. The articles of incorporation of JB as in effect at the Effective Time shall be and remain the articles of incorporation of the Surviving Corporation.

2.5. Bylaws. The bylaws of JB as in effect at the Effective Time shall continue in full force and effect as the bylaws of the Surviving Corporation until otherwise amended as provided by law or by such bylaws.

2.6. Properties and Liabilities of Oceanside and JB; Management. At the Effective Time, the separate existence and corporate organization of Oceanside shall cease, and JB shall thereupon and thereafter, to the extent consistent with applicable law and with its articles of incorporation and the changes, if any, provided by the Merger, possess all the rights, privileges, immunities, liabilities and franchises, of a public as well as a private nature, of Oceanside without further act or deed. The directors and officers of JB in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, together with such additional directors and officers as may thereafter be elected, who shall hold office until such time as their successors are elected and qualified.

### **ARTICLE III. MERGER CONSIDERATION**

3.1. Merger Consideration. In connection with the Merger, all shares of Oceanside Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

3.2. JB Common Stock. None of the shares of JB shall be converted in the Merger and the capitalization of JB after the Merger shall remain unchanged.

3.3. Authorized or Treasury Shares. Any and all shares of Oceanside Common Stock held as treasury shares by Oceanside or authorized but unissued shares shall be canceled and retired at the Effective Time, and no consideration shall be issued or given in exchange therefor.

3.4. Transfers. At the Effective Time, the stock transfer books of Oceanside shall be closed and no transfer of Oceanside Common Stock shall thereafter be made or recognized.

#### ARTICLE IV. MISCELLANEOUS

4.1. Counterparts; Entire Agreement; Severability. This Plan of Merger may be executed in two or more counterparts which shall be deemed to constitute a single agreement. This Plan of Merger (together with all exhibits and documents incorporated by reference) constitutes the entire agreement between the parties and supersedes all prior agreements and understandings (whether written or oral). Any term or provision of this Plan of Merger which is held invalid or unenforceable by a court of competent jurisdiction shall be ineffective in that jurisdiction only to the extent of that invalidity and the remainder of the Plan of Merger shall remain in force.

4.2. Amendment. From time to time, and at any time prior to the Effective Time, this Plan of Merger may be amended by an agreement in writing authorized and executed by the parties hereto.


4.3. Conditions to Closing. The Merger shall be consummated as soon as practicable after receipt of (1) the approval of the boards of directors of both JB and Oceanside, and (2) all necessary regulatory approvals (including approval by FDIC), on such date and time is acceptable to any executive officer of JBI.

4.4. Further Necessary Acts. JBI is hereby authorized, empowered and directed to do any and all acts and things, and to make, execute and deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.


[SIGNATURE PAGE FOLLOWS]

Oceanside and JB hereby execute this Plan of Merger as of \_\_\_\_\_, 2010.

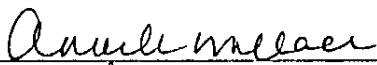
ATTEST:

  
Name: Helgen Skinner  
Title: \_\_\_\_\_


THE JACKSONVILLE BANK

By:   
Name: Gilbert J. Pomar, III  
Title: President and Chief Executive Officer

ATTEST:

  
Name: Anna Wallace  
Title: \_\_\_\_\_


OCEANSIDE BANK

By:   
Name: Barry W. Chandler  
Title: President and Chief Executive Officer

#### Unanimous Written Consent of Sole Shareholder

The undersigned, a duly authorized executive officer of Jacksonville Bancorp, Inc. (the sole shareholder of both The Jacksonville Bank and Oceanside Bank), hereby approves the Merger in all respects.

JACKSONVILLE BANCORP, INC.

By:   
Name: Gilbert J. Pomar, III  
Title: President

JACKSONVILLE BANCORP, INC.

Certification of Approval

November 11, 2010

This Certificate (this "Certificate") is delivered by Price W. Schwenck, as Chief Executive Officer of Jacksonville Bancorp, Inc., a Florida corporation (the "Company"), the sole shareholder of The Jacksonville Bank to the Office of Financial Regulation (the "Office") in connection with the Office's final approval of the application of authority to merge Oceanside Bank with and into The Jacksonville Bank (Admin. File No. 0783-FI-9/10).

1. The Company consents to the adoption of the Plan of Merger of Oceanside Bank with and into The Jacksonville Bank attached hereto as Exhibit A, which shall be submitted to the Office and filed with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first set forth above.

Jacksonville Bancorp, Inc.

A handwritten signature in black ink, reading "Price W. Schwenck", followed by a horizontal line.

By: Price W. Schwenck  
Its: Chief Executive Officer

ATLANTIC BANCGROUP, INC.

Certification of Approval

November 10, 2010

This Certificate (this "Certificate") is delivered by Barry W. Chandler, as President and Chief Executive Officer of Atlantic BancGroup, Inc., a Florida corporation (the "Company"), the sole shareholder of Oceanside Bank, to the Office of Financial Regulation (the "Office") in connection with the Office's final approval of the application of authority to merge Oceanside Bank with and into The Jacksonville Bank (Admin. File No. 0783-FI-9/10).

1. The Company consents to the adoption of the Plan of Merger of Oceanside Bank with and into The Jacksonville Bank attached hereto as Exhibit A, which shall be submitted to the Office and filed with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first set forth above.

Atlantic BancGroup, Inc.

A handwritten signature in black ink, consisting of a large, stylized 'B' followed by a horizontal line extending to the right.

---

By: Barry W. Chandler  
Its: President & Chief Executive Officer

# OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on October 28, 2010, to merge Oceanside Bank, Jacksonville Beach, Duval County, Florida, and The Jacksonville Bank, Jacksonville, Duval County, Florida, and being satisfied that the conditions of approval have been met, I approve for filing with the Florida Department of State, the attached "Plan of Merger and Articles of Merger," which contains the Articles of Incorporation of The Jacksonville Bank (the resulting bank), so that effective at 6:02 p. m., on November 16, 2010, they shall read as stated herein.

Signed on this 12<sup>TH</sup> day  
of November, 2010.

  
Linda B. Charity, Director  
Division of Financial Institutions

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE JACKSONVILLE BANK, a Florida corporation, filed on March 29, 1999, as shown by the records of this office.

The document number of this corporation is P99000028638.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-ninth day of March, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
THE JACKSONVILLE BANK**

**FILED**  
99 MAR 29 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as director 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 The Jacksonville Bank ("Corporation") and its initial place of business shall be at 10325 San Jose Boulevard, in the City of Jacksonville, in the County of Duval 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 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 2,000,000. 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 \$3,425,000 in paid-in common capital stock to be divided into 685,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,682,000 and the amount of undivided profits, not less than \$343,000 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the Corporation may issue or sell.

**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 year following the annual meeting of shareholders, 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:

<u>Name</u>	<u>Street Address</u>
Dennis Michael Carter	2709 Ocean Drive South Jacksonville Beach, Florida 32250
Victor Maurice George	126 Willow Pond Lane Ponte Vedra Beach, Florida 32082
George Hayden Groves	35 Waverly Drive Hummelstown, Pennsylvania 17036
R. C. Mills	160 Plantation Circle South Ponte Vedra Beach, Florida 32082
John W. Rose	511 Anderwood Drive Hermitage, Pennsylvania 16148
John R. Schultz	1823 Seminole Road Jacksonville, Florida 32205
Charles Foster Spencer	590 Queens Harbor Boulevard Jacksonville, Florida 32225
Bennett Allen Tavar	2863 Evercharm Place Jacksonville, Florida 32257
Gary Lee Winfield, M.D.	1451 Beach Avenue Atlantic Beach, Florida 32233

In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this 14<sup>th</sup> day of March, A.D. 1999.

Name

Signature

D. Michael Carter, CPA

Victor M. George

George H. Groves

R. C. Mills

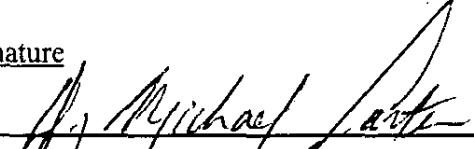
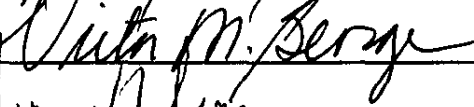
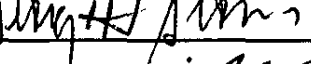
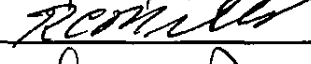




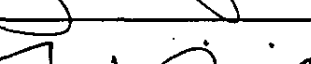
John W. Rose

John R. Schultz

Charles F. Spencer

Bennett A. Tavar

Gary Winfield, MD



STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999 by D. Michael Carter is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



**CHERYL B. FORNER**  
Notary Public, State of Florida  
My comm. expires Sept. 24, 2002  
Comm. No. CC 778001

Cheryl B. Forner  
Notary Public - State of Florida at Large  
My Commission Expires:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999 by Victor M. George is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



**CHERYL B. FORNER**  
Notary Public, State of Florida  
My comm. expires Sept. 24, 2002  
Comm. No. CC 778001

Cheryl B. Forner  
Notary Public - State of Florida at Large  
My Commission Expires:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999 by R. C. Mills is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



**CHERYL B. FORNER**  
Notary Public, State of Florida  
My comm. expires Sept. 24, 2002  
Comm. No. CC 778001

Cheryl B. Forner  
Notary Public - State of Florida at Large  
My Commission Expires:

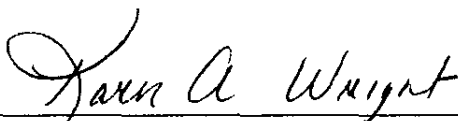
The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999  
by John R. Schultz who is personally known to me or has produced \_\_\_\_\_  
as identification and who did/did not take an oath.



Notary Public – State of Florida at Large  
My Commission Expires:

KAREN A. WRIGHT  
Notary Public, State of Florida  
My Comm. expires July 16, 1999  
Comm. No. CC 479176

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999  
by Charles F. Spencer who is personally known to me or has produced \_\_\_\_\_  
as identification and who did/did not take an oath.



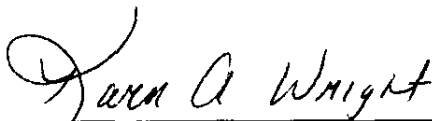
Notary Public – State of Florida at Large  
My Commission Expires:

KAREN A. WRIGHT  
Notary Public, State of Florida  
My Comm. expires July 16, 1999  
Comm. No. CC 479176

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of March, 1999  
by Bennett A. Tavar who is personally known to me or has produced \_\_\_\_\_  
as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public – State of Florida at Large  
My Commission Expires:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999  
by Gary L. Winfield, M.D. who is personally known to me or has produced \_\_\_\_\_  
as identification and who did/did not take an oath.



Notary Public – State of Florida at Large  
My Commission Expires:

KAREN A. WRIGHT  
Notary Public, State of Florida  
My Comm. expires July 16, 1999  
Comm. No. CC 479176

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999 by George H. Groves is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



CHERYL B. FORNER  
Notary Public, State of Florida  
My comm. expires Sept. 24, 2002  
Comm. No. CC 778001

Cheryl B. Forner  
Notary Public State of Florida at Large  
My Commission Expires:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999 by John W. Rose is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



CHERYL B. FORNER  
Notary Public, State of Florida  
My comm. expires Sept. 24, 2002  
Comm. No. CC 778001

Cheryl B. Forner  
Notary Public State of Florida at Large  
My Commission Expires:


FILED

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ARTICLES OF INCORPORATION  
OF  
THE JACKSONVILLE BANK

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Approved by the Department of Banking and Financing this 25<sup>th</sup> day of March, 1999.  
Tallahassee, Florida

By:   
Robert F. Milligan  
Comptroller of the State of Florida  
and Head of the Department of Banking and Finance