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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: August 18, 2004

TO: Louise Jackson, Department of State
Division of Corporations

FROM: Bruce Ricca, Office of Financial Regulation

SUBJECT: Merger of Coquina Bank with and into Cypress Bank
and under the title of Cypress Coquina Bank

Please file the attached "Merger Documents" for the above-referenced institutions, using 2:00 p. m. Eastern Standard Time, AUGUST 19, 2004, as the effective date for the merger.

Please make the following distribution of certified copies for each merger:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, Florida 32399-0371
- (2) Three copies to: Mr. Greg Mixon
Maynard, Cooper & Gale, P. C.
1901 Sixth Avenue North
Suite 2400, AmSouth/Harbert Plaza
Birmingham, Alabama 35203-2618
- (3) One copy to: Ms. Charmion Haley
(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.

OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on July 19, 2004, to merge Coquina Bank, Ormond Beach, Volusia County, Florida, and Cypress Bank, Palm Coast, Flagler 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 "Merger Agreement," which contains the Articles of Incorporation of Cypress Coquina Bank (the resulting bank), so that effective at 2:00 p. m. Eastern Standard Time, August 19, 2004, they shall read as stated herein.

Signed on this 18TH day of
August 2004.


Deputy Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2004 AUG 19 PM 12:36

**The Merger provided for herein shall be effective as
of 2:00 P.M. Eastern Standard Time on August 19, 2004.**

**SUBSIDIARY AGREEMENT AND PLAN OF MERGER OF
COQUINA BANK
WITH AND INTO CYPRESS BANK**

THIS SUBSIDIARY AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated as of March 30, 2004, describing a merger by and between **COQUINA BANK** ("COQUINA"), a Florida state chartered bank, and **CYPRESS BANK** ("CYPRESS"), a Florida state chartered bank.

W I T N E S S E T H

WHEREAS, CYPRESS is a banking corporation chartered under the laws of the State of Florida, the authorized capital stock of which consists of 2,000,000 shares of common stock, \$5.00 par value per share ("CYPRESS Common Stock") of which, at the date hereof, 725,142 shares are issued and outstanding;

WHEREAS, COQUINA is a banking corporation chartered under the laws of the State of Florida, the authorized capital stock of which consists of 2,000,000 shares of common stock, \$5.00 par value per share ("COQUINA Common Stock") of which, at the date hereof, 822,500 shares are issued and outstanding;

WHEREAS, CYPRESS is a wholly-owned subsidiary of Alabama National Bank Corporation, a Delaware corporation and a bank holding company registered under the Bank Holding Company Act of 1956 ("ANB");

WHEREAS, on March 30, 2004, ANB and COQUINA entered into that certain Agreement and Plan of Merger (the "Merger Agreement") pursuant to which, among other things, COQUINA will become a wholly-owned subsidiary of ANB, subject to the terms and conditions of the Merger Agreement;

WHEREAS, the respective Boards of Directors of COQUINA, CYPRESS and ANB deem the merger of COQUINA with and into CYPRESS, under and pursuant to the terms and conditions herein set forth, desirable and in the best interests of the respective banks, and the respective Boards of Directors have adopted resolutions approving this Plan of Merger.

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties do hereby agree that the Plan of Merger shall be as follows:

ARTICLE 1
TERMS OF THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as hereinafter defined), COQUINA shall be merged with and into CYPRESS pursuant to the provisions of, and with the effect provided under, Florida law (said transaction being hereinafter referred to as the "Merger"). At the Effective Time, the separate existence of COQUINA shall cease and CYPRESS, as the surviving entity, shall continue unaffected and unimpaired by the Merger. (CYPRESS as existing at and after the Effective Time being hereinafter sometimes referred to as the "Surviving Bank.") The name of the Surviving Bank shall be "Cypress Coquina Bank."

1.2 Effective Time. This Plan of Merger, together with a Certificate of Merger to be issued by the Director of the Office of Financial Regulation, shall be delivered for filing to the Secretary of State of the State of Florida. The parties intend for the Merger to become effective as of 2:00 P.M. Eastern Standard Time on August 19, 2004 (such date and time being referred to herein as the "Effective Time").

1.3 Effect of the Merger. The Merger shall have the effects specified in Section 658.45 of the Florida Statutes. All assets of COQUINA, as they exist at the Effective Time, shall pass to and vest in the Surviving Bank without any conveyance or other transfer, and the Surviving Bank shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers, and duties of each constituent financial institution, and the Surviving Bank shall be responsible for all the liabilities of every kind and description of each of the financial institutions existing as of the Effective Time.

ARTICLE 2
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of CYPRESS set forth at Exhibit A hereto, which such Exhibit is incorporated by reference herein, shall be the Articles of Incorporation of the Surviving Bank until amended in accordance with applicable law. The Bylaws of CYPRESS in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Bank until amended in accordance with applicable law.

ARTICLE 3
OFFICERS AND BOARD OF DIRECTORS

At the Effective Time, the Executive Officers and the Board of Directors of the Surviving Bank shall consist of a combination of the individuals serving as Executive Officers and/or Directors of COQUINA and CYPRESS immediately prior to the Effective Time. The name and address of each such Executive Officer and Director for the Surviving Bank is set forth on Exhibit B hereto. Directors of the Surviving Bank will be elected annually and shall serve until the next election of directors or until their successors are duly elected and qualified.

ARTICLE 4
BUSINESS OF BANK AND OFFICES

4.1 Business of Surviving Bank. The business of the Surviving Bank shall be that of a general commercial bank. The Surviving Bank shall not have trust powers as of the Effective Time.

4.2 Principal Office and Branches. The principal office of the Surviving Bank shall be located at 21 Cypress Point Parkway, Palm Coast, Florida, 32164. A list of the principal office and branches of each of COQUINA, CYPRESS, and the Surviving Bank is attached hereto as Exhibit C.

ARTICLE 5
CAPITAL STOCK

5.1 Constituent Shares. At the Effective Time, by virtue of the Merger and without any action on the part of ANB, COQUINA or CYPRESS, or their respective stockholders, each share of CYPRESS Common Stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time and shall constitute the capital stock of the Surviving Bank, and each share of COQUINA Common Stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be canceled and retired in its entirety.

5.2 Capital of Surviving Bank. At the Effective Time, the Surviving Bank shall have authorized capital stock of 2,000,000 shares of common stock, par value \$5.00 per share, of which 725,142 shall remain issued and outstanding to ANB. The Surviving Bank shall have surplus and retained earnings equal to the capital accounts of COQUINA and CYPRESS immediately prior to the Effective Time. All such amounts of surplus and retained earnings shall be adjusted for normal earnings and expenses and for any accounting adjustments relating to the Merger provided for herein.

ARTICLE 6
CONDITIONS TO MERGER

This Plan of Merger and the parties' obligations to consummate the Merger is subject to satisfaction of the following closing conditions:

6.1 Merger Agreement. The transactions provided for in the Merger Agreement shall have been consummated, such that COQUINA shall have become a wholly-owned subsidiary of ANB.

6.2 Regulatory Approvals. The Florida Department of Financial Services shall have approved this Plan of Merger and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger. The appropriate federal regulatory agencies shall have approved the Merger and the transactions provided for herein and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired.

6.3 Stockholder Approval. Following consummation of the transactions provided for in the Merger Agreement, this Plan of Merger shall have been approved by ANB as the sole stockholder of each of COQUINA and CYPRESS.

ARTICLE 7

FURTHER ASSURANCES

The parties shall proceed expeditiously and shall cooperate fully in the procurement of any consents and approvals and in the taking of actions, and the satisfaction of all other requests prescribed by law or otherwise necessary or appropriate for consummation of the Merger and the transactions provided for herein, including, without limitation, any necessary regulatory approvals and consents. If at any time the Surviving Bank shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in the Surviving Bank title to any property or rights of COQUINA, or otherwise carry out the provisions hereof, the proper officers and directors of the Surviving Bank, acting on behalf of COQUINA, shall execute and deliver any and all property or assignments, conveyances, and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Bank and otherwise carry out the provisions hereof.

ARTICLE 8

ABANDONMENT AND TERMINATION

This Plan of Merger and the Merger may be terminated by the mutual written agreement of authorized officers of COQUINA and CYPRESS. Notwithstanding the foregoing, however, any termination of the Merger Agreement prior to consummation of the transactions provided for therein shall for all purposes constitute an automatic termination of this Plan of Merger.

ARTICLE 9

MISCELLANEOUS

9.1 If there are any dissenting shareholders of the constituent financial institutions, the shares of the Surviving Bank which are not taken by such dissenting shareholders shall be canceled and retired in their entirety.

9.2 This Plan of Merger may be amended or supplemented at any time by the mutual agreement of CYPRESS and COQUINA. Any such amendment or supplement must be in writing and executed by a duly authorized officer of each of COQUINA and CYPRESS.

9.3 The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

9.4 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent federal law may be applicable.

9.5 Notwithstanding anything to the contrary herein or elsewhere, this Plan of Merger is subject to the terms and conditions of the Merger Agreement, which are incorporated herein by reference. In the event of any inconsistency or conflict in the terms or conditions of this Plan of Merger and those of the Merger Agreement, the terms and conditions of the Merger Agreement shall control.

[Signature page follows]

IN WITNESS WHEREOF, COQUINA and CYPRESS have caused the signatures and seals of said constituent banks to be affixed hereto as of the date first set forth above, each hereunto set by its President or a Vice President and attested by its Cashier or Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof.

COQUINA BANK

Attest:

By: Stefanie A. Crosley
Stefanie A. Crosley
Secretary

By: Joe P. Epton, Jr.
Joe P. Epton, Jr.
President and Chief Executive Officer

[BANK SEAL]

CYPRESS BANK

Attest:

By: _____
Thomas B. Hury
Secretary

By: _____
Name: _____
Its: _____

[BANK SEAL]

IN WITNESS WHEREOF, COQUINA and CYPRESS have caused the signatures and seals of said constituent banks to be affixed hereto as of the date first set forth above, each hereunto set by its President or a Vice President and attested by its Cashier or Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof.

COQUINA BANK

Attest:

By: _____
Stefanie A. Crosley
Secretary

By: _____
Joe P. Epton, Jr.
President and Chief Executive Officer

[BANK SEAL]

CYPRESS BANK

Attest:

By: Thomas B Hury
Thomas B. Hury
Secretary

By: [Signature]
Name: James E. Weite
Its: President

[BANK SEAL]

Exhibit A

(Articles of Incorporation, as amended)

(attached)

**ARTICLES OF INCORPORATION
OF
CYPRESS COQUINA BANK**

In accordance with and by virtue of the laws of the State of Florida:

ARTICLE I.

The Name of the corporation shall be Cypress Coquina Bank and its initial place of business shall be 21 Cypress Point Parkway, Palm Coast, County of Flagler, in the 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 \$2,700,000 in paid-in common capital stock to be divided into 540,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,620,000 and the amount of undivided profits, not less than \$698,000 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 directors of the corporation are:

John H. Holcomb, III	1927 First Avenue North Birmingham, AL 35203
Robert L. Adams	600 South Atlantic Avenue Daytona Beach, FL 32118

Mark A. Ascik	253 John Anderson Drive Ormond Beach, FL 32176
Mark O. Blanford	27 Bulow Woods Circle Flagler Beach, FL 32136
Ronnie Bledsoe	952 Big Tree Road South Daytona, FL 32119
Daniel J. Bolerjack	513 Riverview Boulevard Daytona Beach, FL 32118
William M. Chanfrau	243 John Anderson Drive Ormond Beach, FL 32176
Lee C. Culler	343 Oak Drive Ormond Beach, FL 32176
Joe P. Epton, Jr.	1140 John Anderson Drive Ormond Beach, FL 32176
Danny M. Farmer	110 Riverbluff Drive Ormond Beach, FL 32174
Sidney J. Frazer	170 John Anderson Drive Ormond Beach, FL 32176
Dipak D. Jobalia	846 Riverside Drive Ormond Beach, FL 32176
William Vogus	123 Lynnwood Lane Ormond Beach, FL 32174
A.W. Baylor	1860 County Road 2006 Bunnell, FL 32110
Michael D. Chiumento	4B Old Kings Road N. Palm Coast, FL 32137
C. Scott Crews	P.O. Box 69 Bunnell, FL 32110
Thomas L. Gibbs	P.O. Box 2030 Bunnell, FL 32110
Gerald P. Keyes	5 Utility Drive Palm Coast, FL 32137

James McNab	P.O. Box 1230 Flagler Beach, FL 32136
Michael G. Morello, Jr.	P.O. Box 351458 Palm Coast, FL 32135
Bruce E. Page	1520 Lambert Avenue Flagler Beach, FL 32135
Edwin E. Prevatte, M.D.	1660 Lambert Avenue Flagler Beach, FL 32136
James E. Weite, Jr.	One Creek Bend Way Ormond Beach, FL 32174

Exhibit B

(Names and Addresses of Executive Officers and Directors of Surviving Bank)

(attached)

Directors and Senior Executive Officers

Name/Address	Position	Principal Occupation
John H. Holcomb, III 1927 First Avenue North Birmingham, AL 35203	Director/Chairman of the Board of Directors	Banker
Robert L. Adams 600 South Atlantic Avenue Daytona Beach, FL 32118	Director	Real Estate
Mark A. Ascik 253 John Anderson Drive Ormond Beach, FL 32176	Director	Optical Distributor
Mark O. Blanford 27 Bulow Woods Circle Flagler Beach, FL 32136	Director/Executive Vice President and Senior Lending Officer	Banker
Ronnie Bledsoe 952 Big Tree Road South Daytona, FL 32119	Director	Real Estate Development
Daniel J. Bolerjack 513 Riverview Boulevard Daytona Beach, FL 32118	Director	Certified Public Accountant
William M. Chanfrau 226 Country Club Drive Ormond Beach, FL 32176	Director	Attorney
Lee C. Culler 343 Oak Drive Ormond Beach, FL 32176	Director	Heating and Air Conditioning Contractor
Joé P. Epton, Jr. 1140 John Anderson Drive Ormond Beach, FL 32176	Director/Vice Chairman of the Board of Directors	Banker
Danny M. Farmer 110 Riverbluff Drive Ormond Beach, FL 32174	Director	Physician
Sidney J. Frazer 170 John Anderson Drive Ormond Beach, FL 32176	Director	CEO of Advertising company

Name/Address	Position	Principal Occupation
Dipak D. Jobalia 846 Riverside Drive Ormond Beach, FL 32176	Director	Real Estate Development
William Voges 123 Lynnwood Lane Ormond Beach, FL 32174	Director	Financial Investments and Real Estate
A.W. Baylor 1860 County Road 2006 Bunnell, FL 32110	Director	Contractor
Michael D. Chiumento 4B Old Kings Road N. Palm Coast, FL 32137	Director	Attorney
C. Scott Crews P.O. Box 69 Bunnell, FL 32110	Director	Investor
Thomas L. Gibbs P.O. Box 2030 Bunnell, FL 32110	Director	Car Dealer
Gerald P. Keyes 5 Utility Drive Palm Coast, FL 32137	Director	Certified Public Accountant
James McNab P.O. Box 1230 Flagler Beach, FL 32136	Director	Restaurant Owner
Michael G. Morello, Jr. P.O. Box 351458 Palm Coast, FL 32135	Director	HVAC Contractor
Bruce E. Page 1520 Lambert Avenue Flagler Beach, FL 32135	Director/President and Chief Operating Officer	Banker
Edwin E. Prevatte, M.D. 1660 Lambert Avenue Flagler Beach, FL 32136	Director	Physician
James E. Weite, Jr. One Creek Bend Way Ormond Beach, FL 32174	Director/Chief Executive Officer	Banker

Exhibit C

(Principal Office and Branches)

Coquina Bank

- 1) 1020 West Granada Boulevard, Ormond Beach, Volusia County, Florida 32174 (Principal Office)
- 2) 128 East Granada Boulevard, Ormond Beach, Volusia County, Florida 32176 (Branch)
- 3) 1090 Dunlawton Avenue, Port Orange, Volusia County, Florida 32127 (Branch)

Cypress Bank

- 1) 21 Cypress Point Parkway, Palm Coast, Flagler County, Florida 32164 (Principal Office)
- 2) 205 North Central Avenue, Flagler Beach, Flagler County, Florida 32136 (Branch)

Surviving Bank (Cypress Coquina Bank)

- 1) 21 Cypress Point Parkway, Palm Coast, Flagler County, Florida 32164 (Principal Office)
- 2) 205 North Central Avenue, Flagler Beach, Flagler County, Florida 32136 (Branch)
- 3) 1020 West Granada Boulevard, Ormond Beach, Volusia County, Florida 32174 (Branch)
- 4) 128 East Granada Boulevard, Ormond Beach, Volusia County, Florida 32176 (Branch)
- 5) 1090 Dunlawton Avenue, Port Orange, Volusia County, Florida 32127 (Branch)

**ACTION BY WRITTEN CONSENT OF THE
SOLE SHAREHOLDER OF
CYPRESS BANK**

Alabama National Bancorporation (the "Corporation"), being the sole shareholder of CYPRESS BANK, a Florida banking corporation, in lieu of holding a special meeting of shareholders, hereby takes the following actions and adopts the following resolutions by written consent pursuant to Sections 607.0704 and 658.44 of the Florida Statutes, to be effective as of the date set forth below:

WHEREAS, the Board of Directors of the Corporation has authorized the appropriate officers of the Corporation to take any and all actions and to cause the execution and delivery of any and all documents on behalf of the Corporation as such officers may deem necessary or advisable in connection with the merger of Cypress Bank and Coquina Bank, a Florida banking corporation;

NOW THEREFORE BE IT RESOLVED, that the Corporation deems it advisable and in the best interests of Cypress Bank to merge with Coquina Bank; and

RESOLVED, that the Corporation does hereby approve, adopt and ratify the definitive Subsidiary Agreement and Plan of Merger, dated as of March 30, 2004, entered into by and between Cypress Bank and Coquina Bank, together with all exhibits and schedules attached thereto (the "Merger Agreement");

RESOLVED FURTHER, that the Corporation does hereby approve and adopt all transactions contemplated by the Merger Agreement, including the merger of Coquina Bank with and into Cypress Bank (the "Merger");

RESOLVED FURTHER, that the appropriate officers of Cypress Bank are authorized and directed to take any and all such actions, to execute any and all documents, agreements, amendments, certificates, notices and instruments deemed to be necessary or desirable to carry out the purpose and intent of these resolutions and the Merger Agreement and to consummate the Merger, and such documents, agreements, certificates, notices and instruments are to be executed and delivered in such form as the officer executing the same shall approve; and

RESOLVED FURTHER, that all actions to date of the officers, attorneys, and agents of Cypress Bank relating to the Merger and the Merger Agreement are hereby ratified and confirmed.

[Signature Page Follows]

This Action by Written Consent of the Sole Shareholder of Cypress Bank is hereby adopted and approved effective as of JULY 22, 2004.

SOLE SHAREHOLDER:

ALABAMA NATIONAL BANCORPORATION

By: *John H. Holcomb, III*

John H. Holcomb, III
Chairman and Chief Executive Officer

**ACTION BY WRITTEN CONSENT OF THE
SOLE SHAREHOLDER OF
COQUINA BANK**

Alabama National Bank Corporation (the "Corporation"), being the sole shareholder of COQUINA BANK, a Florida banking corporation, in lieu of holding a special meeting of shareholders, hereby takes the following actions and adopts the following resolutions by written consent pursuant to Sections 607.0704 and 658.44 of the Florida Statutes, to be effective as of the date set forth below:

WHEREAS, the Board of Directors of the Corporation has authorized the appropriate officers of the Corporation to take any and all actions and to cause the execution and delivery of any and all documents on behalf of the Corporation as such officers may deem necessary or advisable in connection with the merger of Coquina Bank and Cypress Bank, a Florida banking corporation;

NOW THEREFORE BE IT RESOLVED, that the Corporation deems it advisable and in the best interests of Coquina Bank to merge with and into Cypress Bank; and

RESOLVED, that the Corporation does hereby approve, adopt and ratify the definitive Subsidiary Agreement and Plan of Merger, dated as of March 30, 2004, entered into by and between Coquina Bank and Cypress Bank, together with all exhibits and schedules attached thereto (the "Merger Agreement");

RESOLVED FURTHER, that the Corporation does hereby approve and adopt all transactions contemplated by the Merger Agreement, including the merger of Coquina Bank with and into Cypress Bank (the "Merger");

RESOLVED FURTHER, that the appropriate officers of Coquina Bank are authorized and directed to take any and all such actions, to execute any and all documents, agreements, amendments, certificates, notices and instruments deemed to be necessary or desirable to carry out the purpose and intent of these resolutions and the Merger Agreement and to consummate the Merger, and such documents, agreements, certificates, notices and instruments are to be executed and delivered in such form as the officer executing the same shall approve; and

RESOLVED FURTHER, that all actions to date of the officers, attorneys, and agents of Coquina Bank relating to the Merger and the Merger Agreement are hereby ratified and confirmed.

[Signature Page Follows]

This Action by Written Consent of the Sole Shareholder of Coquina Bank is hereby adopted and approved effective as of July 22, 2004.

SOLE SHAREHOLDER:

ALABAMA NATIONAL BANK CORPORATION

By: John H. Holcomb, III
John H. Holcomb, III
Chairman and Chief Executive Officer