

S 36162

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MERGER OR SHARE EXCHANGE

Mellon United National Bank

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TALLAHASSEE, FLORIDA

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mellon United National Bank		N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
APD Chimney Lakes, Inc.	Florida	S36162

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 12 / 20 / 04 (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 27, 2004.

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 27, 2004.

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)

SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

APD Chimney Lakes, Inc.

Christopher Shannon, President

Mellon United National Bank

Maria Thompson

(Attach additional sheet(s) if necessary)

[Step 9C]

EXHIBIT AAGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of the 27 day of Oct., 2004 by and among MELLON UNITED NATIONAL BANK ("Mellon United" or the "Surviving Entity"), and APD CHIMNEY LAKES, INC., a Florida corporation ("APD Chimney" or the "Merging Corporation")

WITNESSETH:

WHEREAS, the Surviving Entity and the Merging Corporation desire that APD Chimney be merged with and into Mellon United, with Mellon United being the Surviving Entity, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors and the shareholder of Mellon United have adopted resolutions approving this Agreement in accordance with the National Bank Act; and

WHEREAS, the Board of Directors and the shareholder of APD Chimney have adopted resolutions approving this Agreement in accordance with the Florida Business Corporation Act (the "BCA").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Surviving Entity and the Merging Corporation hereby agree as follows:

1. Terms of Merger. On the Effective Date (as hereinafter defined), APD Chimney shall be merged with and into Mellon United pursuant to the provisions of the BCA, the Federal Deposit Insurance Act and the National Bank Act (the "Merger").
2. Surviving Entity. The entity surviving the Merger shall be Mellon United.
3. Treatment of Shares. Upon the Effective Date, (a) the shares of capital stock of Mellon United issued and outstanding immediately prior to the Merger shall remain outstanding, without change therein by reason of the Merger; (b) each share of capital stock of APD Chimney issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.
4. Effective Date. If this Agreement is not terminated as contemplated by Section 8 hereof, Articles of Merger (the "Articles of Merger"), executed in accordance with the BCA, shall be delivered to the appropriate state officials for filing and. The Merger shall become effective upon the filing of the Articles of Merger in the Department of State of the State of Florida (the "Effective Date").
5. Articles of Association. The Articles of Association of Mellon United as in effect on the Effective Date, from and after the Effective Date and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Entity.

6. **Bylaws.** The Bylaws of Mellon United, as in effect on the Effective Date, shall be the Bylaws of the Surviving Entity, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

7. **Directors and Officers.** Upon the Effective Date, the Board of Directors of the Surviving Entity shall consist of those persons who were directors of Mellon United immediately prior to the Effective Date, and the officers of the Surviving Entity shall be the persons who were officers of Mellon United immediately prior to the Effective Date.

8. **Termination and Amendment.** This Agreement may be terminated by the Board of Directors of the Surviving Entity or of the Merging Corporation at any time prior to the Effective Date. In addition, the Boards of Directors of the Surviving Entity and the Merging Corporation may amend this Agreement at any time prior to the Effective Date.

9. **Miscellaneous.** Upon the Effective Date, (i) the title to all real estate and other property, or any interest therein, owed by each domestic corporation and other business entity that is a party to the merger is vested in the Surviving Entity without reversion or impairment; (ii) the Surviving Entity shall thereafter be responsible and liable for all the liabilities and obligations of each domestic corporation party to the merger, including appraisal rights with respect to such merger under applicable law; (iii) any claim existing or action or proceeding pending by or against any domestic corporation or other business entity party to the merger may be continued as if the merger did not occur or the Surviving Entity may be substituted in the proceeding for the domestic corporation which ceased existence; and (iv) neither the rights of creditors nor any liens upon the property of any domestic corporation or other business entity party to the merger shall be impaired by such merger.

IN WITNESS WHEREOF, Mellon United and the Merging Corporation have caused this Agreement to be executed as of the date first above written.

MELLON UNITED NATIONAL BANK

By: 

Title: President

APD CHIMNEY LAKES, INC.

By: 

Christopher Shannon, President