

2016-012193

Klamath County, Oregon



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11/15/2016 02:00:20 PM

Fee: \$67.00

Return to: David M. Wolfson, P.C.  
1010 Williams Street  
Valdosta, GA 31601

IN THE MERGER OF  
COMMUNITY & SOUTHERN BANK  
ATLANTA, GEORGIA  
WITH AND INTO  
BANK OF THE OZARKS  
LITTLE ROCK, ARKANSAS

**COVER SHEET**

Return to: David M. Wolfson, P.C.  
1010 Williams Street  
Valdosta, GA 31601

# Arkansas

LOWNDES COUNTY, GA  
FBI OFFICE

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State Bank Department

Beth C. Greene  
CLERK OF SUPERIOR COURT

## Certificate of Merger

STATE OF ARKANSAS  
COUNTY OF PULASKI

IN THE MERGER OF  
COMMUNITY & SOUTHERN BANK  
ATLANTA, GEORGIA  
WITH AND INTO  
BANK OF THE OZARKS  
LITTLE ROCK, ARKANSAS

I, Candace A. Franks, Bank Commissioner of the State of Arkansas, do hereby certify that  
the merger of Community & Southern Bank, Atlanta, Georgia, with and into Bank of the Ozarks,  
Little Rock, Arkansas, has been approved by this office.

IN TESTIMONY WHEREOF, I have issued this Certificate of Merger and hereunto set my  
hand and caused the Seal of the Bank Commissioner, State of Arkansas, to be affixed this 20<sup>th</sup> day  
of July 2016.



Candace A. Franks  
Candace A. Franks  
Bank Commissioner

LOWNDES COUNTY, GEORGIA  
I certify this to be a true and correct  
copy of the original on file and of  
record in my office this  
4 day of Oct, 2016  
Beth C. Greene,  
Clerk of Superior, State  
and Juvenile Courts  
By: Joni Webb  
Deputy Clerk

I do hereby certify that this is a  
true copy taken from the files of  
the Arkansas State Bank Department  
on the 20<sup>TH</sup> day of JULY, 2016

(name) Joni Webb  
(title) FINANCIAL ANALYST SUPERVISOR



BK 6013 PG 270  
ARTICLES OF MERGER OF  
COMMUNITY & SOUTHERN BANK  
WITH AND INTO  
BANK OF THE OZARKS

OFFICIALLY FILED  
WITH  
ARKANSAS STATE BANK DEPARTMENT  
DATE 7/20/16

Pursuant to the provisions of Section 23-48-501 et seq. of the Arkansas Banking Code of 1997 and Section 7-1-530 et seq. of the Financial Institutions Code of Georgia, each of the undersigned banks adopts the following Articles of Merger for the purpose of merging into a single banking corporation:

ARTICLE I  
PARTIES TO THE MERGER; SURVIVING BANK

Pursuant to an Agreement and Plan of Merger, dated as of July 20, 2016 (the "Plan of Bank Merger"), between Bank of the Ozarks, an Arkansas state banking corporation ("Buyer Bank") and Community & Southern Bank, a Georgia chartered bank ("C&S Bank"), such parties have agreed, among other things, to merge C&S Bank into Buyer Bank, with Buyer Bank as the surviving entity (the "Bank Merger").

- (a) Buyer Bank is a state-chartered Arkansas bank.
- (b) C&S Bank is a state-chartered Georgia bank.
- (c) The surviving bank upon completion of the Bank Merger (the "Surviving Bank") shall be Bank of the Ozarks. The address of the Surviving Bank is 17901 Chenal Parkway, Little Rock, Arkansas 72223.

ARTICLE II  
APPROVAL OF THE MERGER

The terms and conditions of the Plan of Bank Merger were duly advised, authorized, approved, adopted, certified, executed and acknowledged by each of the parties to the Bank Merger in the manner required by the Articles of Incorporation and Bylaws of Buyer Bank and the Articles of Incorporation and Bylaws of C&S Bank, and by the respective laws of the State of Arkansas and the State of Georgia.

(a) On October 19, 2015, the Board of Directors of Buyer Bank duly adopted and approved the Plan of Bank Merger. On October 19, 2015, the Board of Directors of Bank of the Ozarks, Inc., an Arkansas corporation, as sole shareholder of Buyer Bank, duly adopted and approved resolutions authorizing the Bank Merger. On January 6, 2016, Bank of the Ozarks, Inc., as sole shareholder of Buyer Bank, took action by written consent, duly authorizing, adopting and approving the Plan of Bank Merger.

(b) On October 16, 2015, the Board of Directors of C&S Bank duly adopted and approved the Plan of Bank Merger. On October 16, 2015, the Board of Directors of Community

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& Southern Holdings, Inc., a Delaware corporation, as sole shareholder of C&S Bank, duly adopted and approved resolutions authorizing the Bank Merger. On January 6, 2016, Community & Southern Holdings, Inc., as sole shareholder of C&S Bank, took action by written consent, duly authorizing, adopting and approving the Plan of Bank Merger.

**ARTICLE III  
SUMMARY OF MERGER**

(a) On and as of the Effective Date, as defined below, C&S Bank shall be merged with and into Buyer Bank, which shall be the Surviving Bank and shall continue to be governed by the laws of the State of Arkansas.

(b) The Bank Merger shall become effective on July 20, 2016 at 4:00 p.m. central time, subject to the approval of these Articles of Merger by the Arkansas State Bank Department and the Georgia Department of Banking and Finance (the "Effective Date").

(c) The Plan of Bank Merger is on file at the offices of the Surviving Bank at 17901 Chenal Parkway, Little Rock, Arkansas 72223.

(d) A copy of the Plan of Bank Merger will be furnished by the Surviving Bank, on request and without cost, to any person holding an interest in either of Buyer Bank or C&S Bank.

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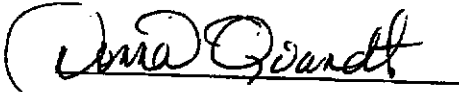
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed in their respective names and on their respective behalf, this 20th day of July, 2016.

**BANK OF THE OZARKS**By: 

Name: Dennis James

Title: Executive Vice President and Director of  
Mergers and Acquisitions

Attest:

**COMMUNITY & SOUTHERN BANK**

By: \_\_\_\_\_

Name: Mark Abernathy

Title: President

Attest:

\_\_\_\_\_

[Signature Page Articles of Bank Merger]

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed in their respective names and on their respective behalf, this 20th day of July, 2016.

**BANK OF THE OZARKS**

By: \_\_\_\_\_  
Name: Dennis James  
Title: Executive Vice President and Director of  
Mergers and Acquisitions

Attest:

\_\_\_\_\_

**COMMUNITY & SOUTHERN BANK**

By: Mark Abernathy  
Name: Mark Abernathy  
Title: President

Attest:

[Signature]

[Signature Page Articles of Bank Merger]