

State of Florida



Department of State



20120403000113140 1/3 \$18.00
Shelby Cnty Judge of Probate, AL
04/03/2012 08:19:51 AM FILED/CERT

I certify from the records of this office that Articles of Merger were filed on February 16, 2012, merging VISION BANK, a Florida corporation into SE PROPERTY HOLDINGS OHIO, LLC, the surviving Ohio corporation.

The document number of the surviving corporation is M11000001799.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-first day of February, 2012



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

CERTIFICATE OF MERGER AND TRANSFER

WHEREAS, on February 16, 2012, Vision Bank, a Florida corporation (“**Vision Bank**”), which had its principal office located at 2200 Stanford Road, Panama City, Florida 32405, merged (the “**Merger**”) with and into SE Property Holdings, LLC, an Ohio limited liability company (“**SE LLC**”), which has its principal office located at 50 North Third Street, Newark, Ohio 43055, pursuant to an Agreement and Plan of Merger, dated as of January 25, 2012, by and between Vision Bank and SE LLC (the “**Plan of Merger**”); and

WHEREAS, pursuant to the Plan of Merger, SE LLC is the surviving entity in the Merger; and

WHEREAS, pursuant to Section 4(d) of the Plan of Merger, SE LLC is authorized at any time after the effective date of the Merger, which was February 16, 2012, to execute and deliver all such proper conveyances, deeds, assignments, transfers and assurances in law and do all acts necessary and proper to vest, perfect or confirm title to, and possession of, any property or right of Vision Bank in SE LLC as the surviving entity in the Merger;

NOW, THEREFORE, SE LLC hereby confirms and certifies as follows:

1. The Merger occurred and was effective pursuant to the Plan of Merger on February 16, 2012 (the “**Effective Date**”). As of the Effective Date, Vision Bank no longer exists as a separate entity.

2. On the Effective Date, by operation of law, title to all assets and real estate and other property, or any interest therein, owned by Vision Bank, by virtue of the Merger and without any deed or other transfer, became vested in SE LLC without reversion or impairment. From and after the Effective Date, by operation of law, SE LLC is responsible and liable for all the liabilities and obligations of Vision Bank. By operation of law, any claim existing or action or proceeding pending by or against Vision Bank on the Effective Date may be continued and prosecuted to judgment with right of appeal as if the Merger did not occur or SE LLC may be substituted with respect to any such claim or in any such action or proceeding for Vision Bank, as appropriate. By operation of law, neither the rights of creditors nor any liens upon the property of Vision Bank shall be impaired by the Merger.

3. On the Effective Date, Vision Bank concluded the sale of certain assets and transfer of certain liabilities pursuant to that certain Purchase and Assumption Agreement, dated as of November 16, 2011, as amended by that certain First Amendment to Purchase and Assumption Agreement, dated as of January 25, 2012, by and between Vision Bank and Vision Bank’s parent company, Park National Corporation, an Ohio corporation; and Home Bancshares, Inc., an Arkansas corporation, and its wholly-owned subsidiary Centennial Bank, an Arkansas state-chartered bank.

4. Prior to the Effective Date, Vision Bank resigned as trustee under each of the trust relationships as to which Vision Bank exercised fiduciary powers and a successor trustee was appointed. After such resignation, Vision Bank ceased engaging in fiduciary activities and surrendered its fiduciary powers to the Florida Office of Financial Regulation.

5. The deposit insurance of Vision Bank has been terminated by the Federal Deposit Insurance Corporation and Vision Bank's certificate of charter (Charter Number 285-T) has been surrendered to the Florida Office of Financial Regulation.

6. Pursuant to the Plan of Merger and by operation of applicable law, SE LLC succeeded Vision Bank as (a) payee under and/or holder of certain promissory notes evidencing indebtedness to Vision Bank and (b) secured party and/or mortgagee (or the equivalent) under any and all documents or instruments, including without limitation security agreements, pledge agreements, mortgages and deeds of trust, evidencing liens securing such indebtedness.

7. Pursuant to the Plan of Merger and by operation of law, SE LLC is the successor to Vision Bank, and may undertake any and all actions to which Vision Bank was entitled, and is subject to all rights and liabilities to which Vision Bank was subject, as of the Effective Date.

IN WITNESS WHEREOF, SE Property Holdings, LLC has caused this Certificate of Merger and Transfer to be executed by its duly authorized officer this 29th day of February, 2012.

ATTEST:

SE PROPERTY HOLDINGS, LLC

By: [Signature]
Printed Name: Andy Fackler
Title: Officer

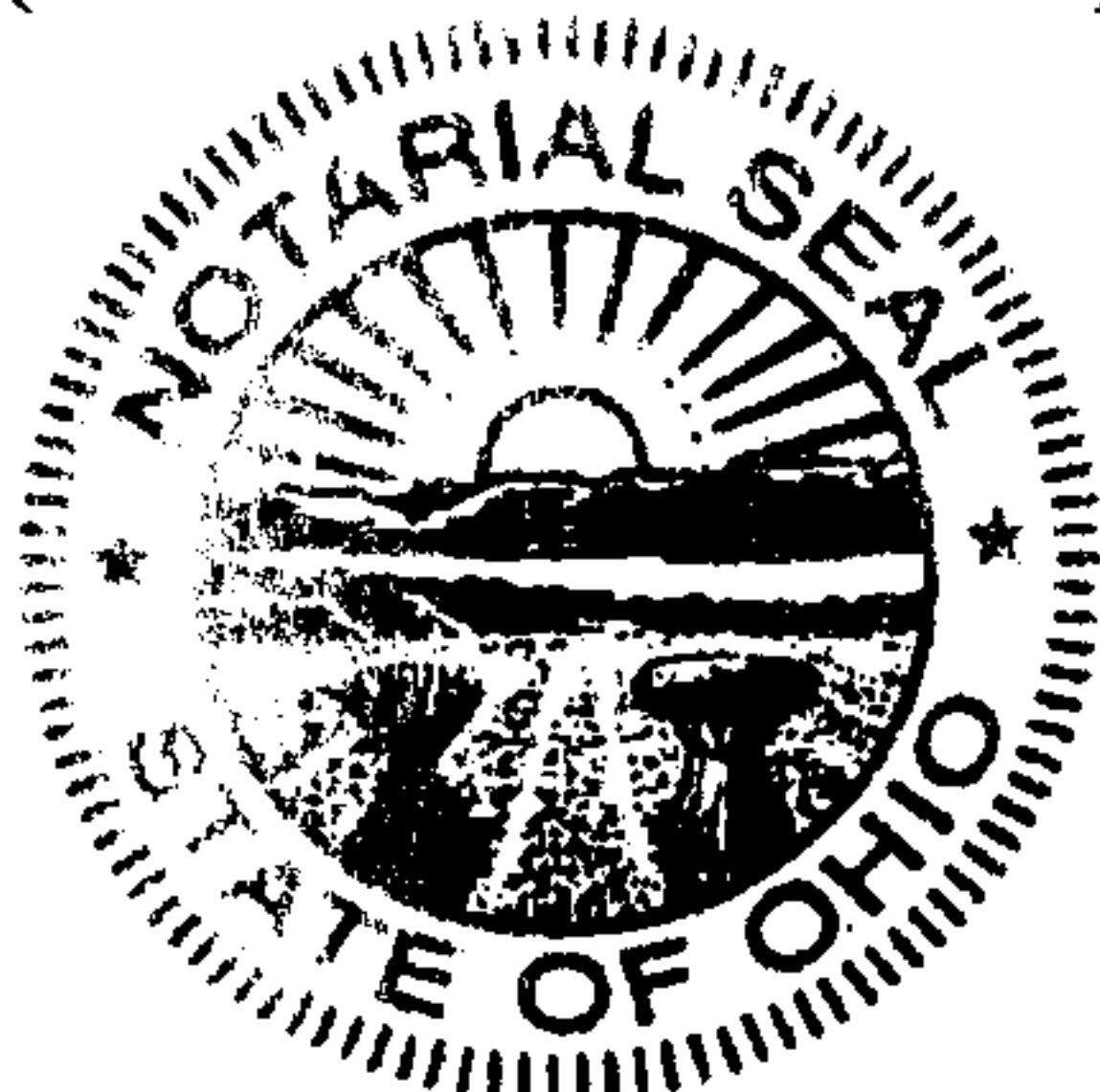
By: [Signature]
Printed Name: Brady Burt
Title: Secretary

STATE OF OHIO)
) SS:
COUNTY OF LICKING)

BE IT REMEMBERED that on this 29 day of February, 2012, personally came before me, the undersigned, a Notary Public in and for the county and state aforesaid, Andy Fackler and Brady Burt, the officer and the secretary, respectively, of SE Property Holdings, LLC, an Ohio limited liability company, and each individual duly executed the foregoing Certificate of Merger and Transfer before me and acknowledged said document to be the Certificate of Merger and Transfer of said entity.

IN WITNESS WHEREOF, the above individuals have signed these presents and I have hereunto affixed my official hand and seal, on the day and date first hereinabove written.

(NOTARIAL SEAL)



[Signature]
NOTARY PUBLIC