

Arkansas

LOWNDES COUNTY, GA
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State Bank Department

Beth C. Greene
CLERK OF SUPERIOR COURT

Certificate of Merger

STATE OF ARKANSAS
COUNTY OF PULASKI

20160829000311320 1/5 \$27.00
Shelby Cnty Judge of Probate, AL
08/29/2016 10:59:51 AM FILED/CERT

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 20th 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

Beth C. Greene
day of Aug, 20 16

Beth C. Greene,
Clerk of Superior, State
and Juvenile Courts

By: *Diana J. Carter*
Deputy Clerk

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

(name) Joe Asby

(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 17

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").

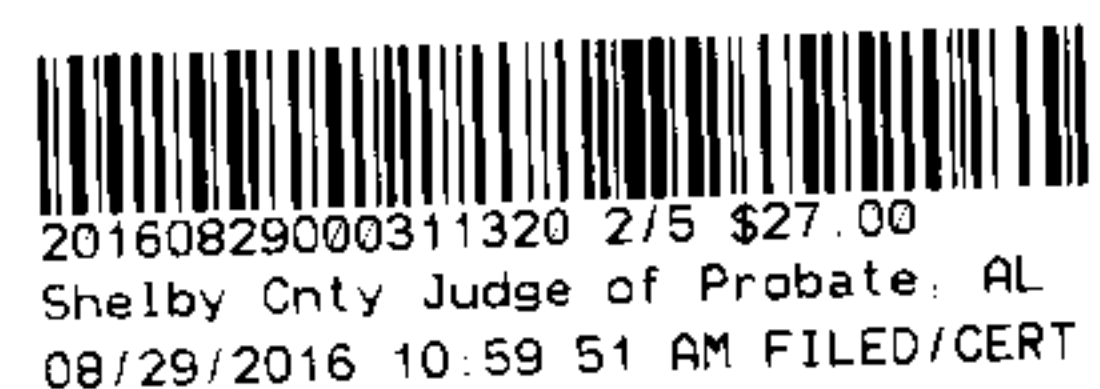
- (a) Buyer Bank is a state-chartered Arkansas bank.
- (b) C&S Bank is a state-chartered Georgia bank.
- (c) The surviving bank upon completion of the Bank Merger (the "Surviving Bank") shall be Bank of the Ozarks. The address of the Surviving Bank is 17901 Chenal Parkway, Little Rock, Arkansas 72223.

**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



& 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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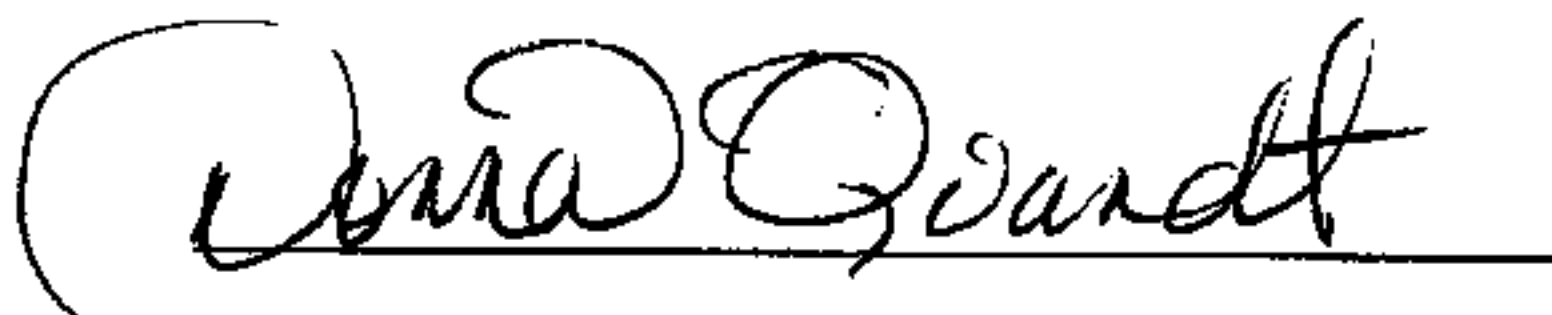
BK 6013 PG 272

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:


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BK 601386273

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]


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