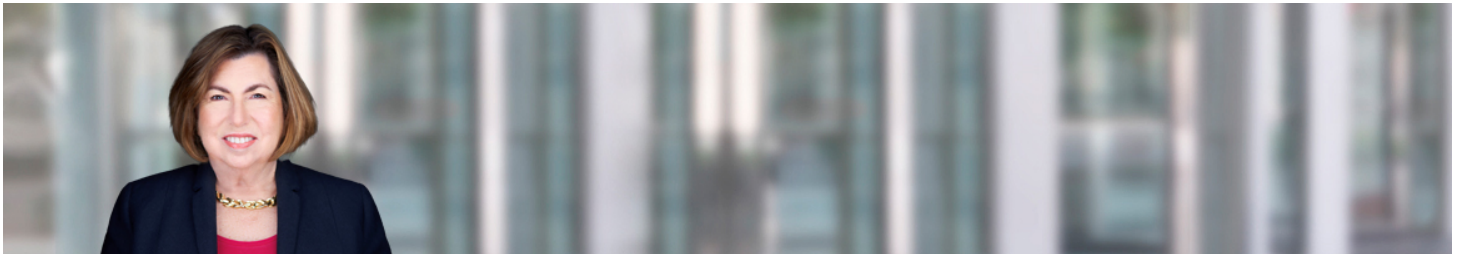


Alison W. Miller



Shareholder

Miami Office

amiller@stearnsweaver.com

Phone: 305-789-3500

PRACTICE AREAS

Corporate

Securities

Mergers & Acquisitions

Banking & Financial Institutions

Life Sciences

Cannabis Law

Cybersecurity

White Collar Defense &

Investigations

OVERVIEW

"A brilliant attorney and a tremendous partner to our business... an intelligent lawyer who finds beneficial solutions for her clients... experienced in transactions, works hard for her clients and represents them well."

- Chambers USA 2016; 2021

Alison Miller is a corporate and securities lawyer with over 40 years of experience advising individuals, companies and financial institutions on all aspects of business activities and transactions, mergers and acquisitions and corporate governance. Alison brings a pragmatic approach to business issues and offers creative solutions to complex problems. Her clients are engaged in a wide range of industries, including banking and financial services, life sciences, real estate and hospitality.

Alison joined the firm in 1976 and became a name partner in 1985—a time when few women lawyers were practicing in Florida, and even fewer held leadership roles in law firms. Over the past four decades as a member of the firm's Executive Committee, she has been instrumental in the growth and management of the firm.

Areas of Concentration

Corporate and securities counsel for public companies

Counsel to public company boards of directors and audit committees (advice and compliance issues arising out of the Sarbanes-Oxley Act of 2002 and heightened corporate governance rules)

Issuer's and underwriter's counsel in connection with offerings of equity, debt and trust-preferred securities in public and private offerings

Friendly and hostile mergers, acquisitions, divestitures, and "spin-offs"

Board Special Committee representation

Tender offers, "going private" transactions, restructurings and

recapitalizations

Financial institution representation before state and federal regulators

Bank Secrecy Act/Anti-Money Laundering compliance, policies and look-backs

Follow-on and subscription rights offerings

New York Stock Exchange and other securities exchange listings

Cybersecurity (policies and practices; disclosure obligations following a breach)

REPRESENTATIVE EXPERIENCE

Represented TotalBank in the merger of TotalBank with and into City National Bank of Florida. Following the acquisition, City National Bank was the third-largest Florida-based bank with nearly \$14 billion in assets.

Represented Bluegreen Vacations Corporation ("Bluegreen") in its initial public offering (IPO) of common stock on the New York Stock Exchange under the symbol "BXG." Subsequently, represented Bluegreen Vacations Holding Corporation ("BVH") in connection with a statutory short-form merger under Florida law pursuant to which BVH acquired all of the approximately 7% of common stock of Bluegreen not previously owned by BVH and Bluegreen became a wholly owned subsidiary of BVH.

Represented BBX Capital Corporation in the spin-off its subsidiary. BBX Capital Corporation was split into two separate, publicly traded companies, Bluegreen Vacations Holding Corporation and BBX Capital Inc. which continues to hold activities other than Bluegreen Vacations.

Represented BBX Capital, Inc., as parent to Renin Holdings, LLC ("Renin"), in connection with both Renin's acquisition of all of the assets of Colonial Elegance (a supplier and distributor of building products) and the acquisition financing provided by TD Bank to Renin.

Represented publicly traded holding company in the acquisition of its publicly traded real estate subsidiary for approximately \$50 million of consideration consisting of the holding company's stock.

Represented publicly traded savings and loan holding company in the sale of its broker-dealer subsidiary for approximately \$150 million of consideration consisting of cash, stock and warrants.

Issuer's counsel in Rule 144A offering of \$144 million of senior convertible debt for a clinical drug development services company.

Issuer's counsel in \$133 million follow-on equity offering for a clinical drug development services company.

Represented a public company in connection with a \$150 million acquisition of the publicly traded shares of a subsidiary not previously owned.

Represented an investor group in connection with a \$57 million proposed acquisition and control of a state chartered bank, including representation in connection with the approval of the Federal Deposit Insurance Corporation and the Florida Office of Financial Regulation.

Represented BankAtlantic Bancorp, Inc. in the sale of its banking subsidiary – BankAtlantic – to BB&T Corporation. BankAtlantic was the second largest financial institution headquartered in the State of Florida. Prior to the closing, BankAtlantic contributed approximately \$200 million of loans, real estate owned and other assets to a wholly owned subsidiary of BankAtlantic Bancorp. In addition, BankAtlantic contributed \$395 million of loans and other assets into a joint venture and BB&T was issued a \$285 million (95%) preferred interest in the venture in exchange for the assumption of \$285 million of BankAtlantic Bancorp's trust preferred securities obligation.

Represented BankAtlantic Bancorp, Inc. in its sale of all 19 of BankAtlantic's branches located in the Tampa area to PNC Bank.

PROFESSIONAL & COMMUNITY INVOLVEMENT

The Miami Foundation

Vice Chair, Governance Committee, 2023

Chair, Governance Committee, 2022

Chair, Programs Committee, 2021

Board of Trustees, 2018

United Way of Miami-Dade, Former Director

Feeding South Florida, Former Board Member

RECOGNITION

Lawdragon 500, Leading Dealmakers, 2021-2022; 2024

The Best Lawyers in America®, 2003-Present

Chambers USA, Corporate/M&A & Private Equity (South Florida), 2009-Present

The Education Fund, The Sapoznik Insurance Public School Alumni Achievement Award, 2022

South Florida Business Journal

Influential Business Woman Honoree, 2021

Power Leaders in Banking, 2014-2016

South Florida Legal Guide, Top Lawyers in South Florida – Corporate & Business; Securities, 2008-2021

International Financial Law Review 1000 (IFLR1000), Highly Regarded – Florida, M&A, 2022

PUBLICATIONS & PRESENTATIONS

Events: Please leave a message - I am currently balancing work and life but I will get back to you no later than my next life
The Coral Gables Chamber of Commerce Women's Business Network Luncheon | | November 2015

NEWSROOM

Firm Announcements: [29 Stearns Weaver Miller Lawyers in 11 Practice Areas Ranked In Chambers USA 2023](#)

| June 2023

Firm Announcements: [28 Stearns Weaver Miller Lawyers in 12 Practice Areas Ranked In Chambers USA 2022](#)

| June 2022

In the Media: [Meet the 2021 Influential Business Women](#)

South Florida Business Journal | | April 2021

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized in Thirtieth Edition of International Financial Law Review 1000 \(IFLR1000\)](#)

| October 2020

Firm Announcements: [24 Stearns Weaver Miller Lawyers in 12 Practice Areas Ranked In Chambers USA 2020](#)

| April 2020

Firm Announcements: [Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2019](#)

| June 2019

Firm Announcements: [Stearns Weaver Miller Attorneys Recognized in International Financial Law Review 1000 \(IFLR1000\) 2019](#)

| June 2019

Firm Announcements: [21 Stearns Weaver Miller Attorneys, 10 Practice Areas Ranked in Chambers USA 2019](#)

| May 2019

Firm Announcements: [Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2018](#)

| June 2018

Firm Announcements: [23 Stearns Weaver Miller Lawyers in 10 Practice Areas Ranked In Chambers USA 2018](#)

| May 2018

Firm Announcements: [Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2017](#)

| June 2017

Firm Announcements: [19 Stearns Weaver Miller Lawyers, 8 Practice Areas Ranked In Chambers USA 2017](#)

| May 2017

Firm Announcements: [Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2016](#)

| June 2016

Firm Announcements:

17 Stearns Weaver Miller Lawyers, 7 Practice Areas Ranked In Chambers USA 2016

| May 2016

Firm Announcements: Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2016

| January 2016

In the Media: Power Leaders in Banking & Finance

South Florida Business Journal || July 2015

Firm Announcements: 15 Stearns Weaver Miller Attorneys, 7 Practice Areas Ranked In Chambers USA 2015

| May 2015

Firm Announcements: Stearns Weaver Miller Attorneys Recognized by South Florida Legal Guide 2015

| January 2015

In the Media: Women in Law: Women Honored for South Florida Legal Accomplishments

Daily Business Review || October 2014

In the Media: Top 20 Women in Law: DBR Recognizes South Florida Achievers

Daily Business Review || September 2014

In the Media: Power Leaders in Banking

South Florida Business Journal || August 2014

Firm Announcements: Stearns Weaver Miller Lawyers Recognized in Florida Super Lawyers 2014

| June 2014

Firm Announcements: Stearns Weaver Miller Continues To Receive Top Rankings In Chambers USA 2014

| May 2014

Firm Announcements: Stearns Weaver Miller Recognized by South Florida Legal Guide 2014

| January 2014

Firm Announcements: Sixteen Stearns Weaver Miller Shareholders recognized by South Florida's Best Lawyers 2012

| November 2011

Firm Announcements: Twelve Attorneys and Seven Practice Groups Ranked in Chambers USA

| June 2009

Firm Announcements: Twenty-Three Attorneys from Nine Practice Groups Selected for Inclusion in The Best Lawyers in America

| June 2009

EDUCATION

J.D., University of Chicago Law School, 1976

B.A., University of Florida, 1973

ADMISSIONS

Florida