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**Apr 22 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 003253 (2)

1. Corporation Name
**BANK OF NEWBERRY-
NEWBERRY BANK**

NC 312

Principal Place of Business 397 WEST CENTRAL AVENUE P.O. BOX 899 NEWBERRY FL 32669	Mailing Address 397 WEST CENTRAL AVENUE P.O. BOX 899 NEWBERRY FL 32669-0899
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2. Principal Place of Business 21 25365 WEST NEWBERRY ROAD	2a. Mailing Address 26 P O BOX 899	3. Date Incorporated or Qualified 05/18/1906	3a. Date of Last Report 01/23/1996
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number 59-0153962	Applied For Not Applicable
23 City & State NEWBERRY, FL	28 City & State NEWBERRY, FL	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24 Zip 32669	25 Country ALACHUA	29 Zip 32669	30 Country ALACHUA

9. Name and Address of Current Registered Agent PARKER, SUSAN G. 397 W. CENTRAL AVE. NEWBERRY FL 32669		10. Name and Address of New Registered Agent	
81 Name WILLIAM R. COWART	82 Street Address (P.O. Box Number is Not Acceptable) 25365 WEST NEWBERRY ROAD	83	84 City NEWBERRY
		85 State FL	86 Zip Code 32669

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *William R. Cowart* **WILLIAM R. COWART, CASHIER** **4/16/97**
Signature typed or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DC	NAME PAYTON, JAMES T JR	1.1 TITLE P/D	1.2 NAME JAMES T. PAYTON JR.
STREET ADDRESS 4015 SE 17TH PLACE	CITY- ST- ZIP OCALA FL	1.3 STREET ADDRESS 2014 TWIN BRIDGE COURT	1.4 CITY- ST- ZIP OCALA, FL 34471
TITLE D	NAME BISHOP, MARION L. SR.	2.1 TITLE D	2.2 NAME MARION L. BISHOP, SR.
STREET ADDRESS RT. 2, BOX 785	CITY- ST- ZIP NEWBERRY FL	2.3 STREET ADDRESS 3411 NW 170 STREET	2.4 CITY- ST- ZIP NEWBERRY, FL 32669
TITLE EV	NAME PARKER, SUSAN G.	3.1 TITLE C/D	3.2 NAME HOMER N. CUMINGS
STREET ADDRESS RT. 1 BOX 18P	CITY- ST- ZIP FORTH WHITE FL	3.3 STREET ADDRESS 32 RAINTREE PLACE	3.4 CITY- ST- ZIP JACKSON, MS 39211
TITLE VD	NAME SUMMERLING, NEWBERN	4.1 TITLE D	4.2 NAME WILLIAM E. HATHORN
STREET ADDRESS 3679 NE 16TH BLVD.	CITY- ST- ZIP GAINESVILLE FL	4.3 STREET ADDRESS 1003 FRED STREET	4.4 CITY- ST- ZIP PRENTISS, MS 39474
TITLE D	NAME JONATHAN F. WERSHOW	5.1 TITLE D	5.2 NAME JONATHAN F. WERSHOW
STREET ADDRESS RT. 1, BOX 25	CITY- ST- ZIP ALACHUA, FL 32615	5.3 STREET ADDRESS RT. 1, BOX 25	5.4 CITY- ST- ZIP ALACHUA, FL 32615
TITLE D	NAME MICHAEL E. PAPE	6.1 TITLE D	6.2 NAME MICHAEL E. PAPE
STREET ADDRESS 2351 SE 17 STREET	CITY- ST- ZIP OCALA, FL 32671	6.3 STREET ADDRESS 2351 SE 17 STREET	6.4 CITY- ST- ZIP OCALA, FL 32671

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *James T. Payton Jr.* **JAMES T. PAYTON, JR.** **4/16/97** **352-472-2162**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)