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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

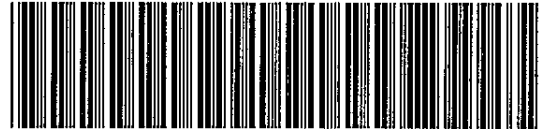
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAH

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FIRSTCITY BANK, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W.D. Everitt, Jr.
(Name of Person)

FirstCity Bank, Inc.
(Firm/Company)

831 Fairways Court
(Address)

Stockbridge, GA 30281
(City/State and Zip code)

For further information concerning this matter, please call:

Bobby White at (678) 289-6227 ext. 13
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

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TOM GALLAGHER
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CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

October 10, 2005

Mr. Bobby White
Executive Assistant
FirstCity Bank
831 Fairways Court
Stockbridge, Georgia 30281

Dear Mr. White:

Re: FirstCity Bank

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a state-chartered bank, located in Stockbridge. You indicate FirstCity Bank will be operating a loan production office and dealing with residential mortgage lending in the state of Florida.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name.

Therefore, the Office will not object to the use of the above name being registered as a foreign corporation in the state of Florida. This does not authorize the institution to engage in a banking business in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. FirstCity Bank, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. Georgia (State or country under the law of which it is incorporated)
3. 58-0152840 (FEI number, if applicable)
4. November 7, 1905 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. N/A (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

- 7. 831 Fairways Court, Stockbridge, GA 30281 (Principal office address)
831 Fairways Court, Stockbridge, GA 30281 (Current mailing address)

- 8. residential mortgage lending (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Suzanne Mayeski
Office Address: 101 Driftwood Lane
Largo, Florida 33770
(City) (Zip code)

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TALLAHASSEE FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Suzanne Mayeski
(Registered agent's signature)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: W.D. Everitt, Jr.

Address: 831 Fairways Court
Stockbridge, GA 30281

Vice Chairman: Mark Conner

Address: 831 Fairways Court
Stockbridge, GA 30281

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Skip Griffin

Address: 831 Fairways Court
Stockbridge, GA 30281

Vice President: Gaye Durden

Address: 831 Fairways Court
Stockbridge, GA 30281

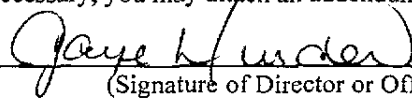
Secretary: Gaye Durden

Address: 831 Fairways Court, Stockbridge, GA 30281

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Gaye Durden, Vice President
(Typed or printed name and capacity of person signing application)

State of Georgia



This is to certify that

FIRSTCITY BANK
Stockbridge, Henry County, Georgia

is a state-chartered bank operating under Articles of Incorporation (Charter) granted by this State on November 7, 1905. It is validly existing at the present time and, to the best of our knowledge, its deposits are insured by the Federal Deposit Insurance Corporation.

This the 18th day of October 2005.

Murali Ramachandran
Corporate Manager, Financial Institutions