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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR - 8 PM 1:00

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JS

ROGERS & HARDIN

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

WRITER'S DIRECT DIAL NUMBER:
404-420-4811
E-MAIL: JLS@RH-LAW.COM

2700 INTERNATIONAL TOWER, PEACHTREE CENTER
229 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30303-1601
(404) 522-4700
FACSIMILE: (404) 525-2224

March 7, 2006

VIA OVERNIGHT COURIER

Ms. Karon Beyer
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

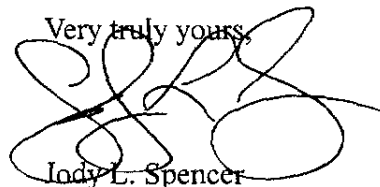
Re: American Banking Company

Dear Ms. Beyer:

Pursuant to our previous discussions, please find enclosed for filing on behalf of American Banking Company, a Georgia state bank, (i) an Application by Foreign Corporation for Authorization to Transact Business in Florida and (ii) an Application for Registration of Fictitious Name with respect to the name American Banking Company d/b/a Ameris. Also enclosed are two separate checks for the applicable filing fees, each made payable to the Florida Department of State.

If you have any questions regarding the enclosed, please contact me at the phone number above. Thank you for your assistance.

Very truly yours,



Jody L. Spencer

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: American Banking Company

(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:

Jody L. Spencer

(Name of Person)

Rogers & Hardin LLP

(Firm/Company)

229 Peachtree St., NE, Suite 2700

(Address)

Atlanta, GA 30303

(City/State and Zip code)

For further information concerning this matter, please call:

Jody L. Spencer

(Name of Person)

at (404) 420-4611

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

March 3, 2006

Jody L. Spencer, Esquire
Rogers & Hardin LLP
229 Peachtree Street, NE
Suite 2700
Atlanta, Georgia 30303

Dear Mr. Spencer:

Re: American Banking Company d/b/a Ameris

Thank you for your recent letter/fax requesting approval of the above referenced name. American Banking Company is a Georgia state-chartered financial institution. Effective March 3, 2006, American Banking Company will acquire First National Bank, Orange Park, Florida, with the resulting name of American Banking Company d/b/a Ameris.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Office will not object to the use of the above name being registered to transact business as foreign-fictitious name in the state of Florida.

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. American Banking Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Georgia

(State or country under the law of which it is incorporated)

3. 59-3481087

(FEI number, if applicable)

4. August 13, 1971

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 225 South Main Street, Moultrie, GA 31768

(Principal office address)

225 South Main Street, Moultrie, GA 31768

(Current mailing address)

8. Banking business

(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: Timothy M. O'Keefe

Office Address: 1775 Eagle Harbor Pkwy.

Orange Park, Florida 32073

(City)

(Zip code)

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.

Timothy M. O'Keefe
(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.

06 MAR -8 PM 1:29
SEAL
DIVISION OF CORPORATIONS

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Edwin W. Hortman, Jr.
(Signature of Director or Officer listed in number 12 of the application)

14. Edwin W. Hortman, Jr., President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

Listing of Directors:

<u>Name</u>	<u>Address</u>
Johnny W. Floyd	225 South Main Street Moultrie, GA 31768
J. Raymond Fulp	225 South Main Street Moultrie, GA 31768
Edwin W. Hortman, Jr.	225 South Main Street Moultrie, GA 31768
Kenneth J. Hunnicutt	225 South Main Street Moultrie, GA 31768
Daniel B. Jeter	225 South Main Street Moultrie, GA 31768
Glenn A. Kirbo	225 South Main Street Moultrie, GA 31768
Robert P. Lynch	225 South Main Street Moultrie, GA 31768
Brooks Sheldon	225 South Main Street Moultrie, GA 31768
Eugene M. Vereen, Jr.	225 South Main Street Moultrie, GA 31768
Henry C. Wortman	225 South Main Street Moultrie, GA 31768

Listing of Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Edwin W. Hortman, Jr.	President and CEO	225 South Main Street Moultrie, GA 31768
Dennis J. Zember Jr.	Chief Financial Officer	225 South Main Street Moultrie, GA 31768
Jon S. Edwards	Executive Vice President	225 South Main Street Moultrie, GA 31768
Thomas T. Dampier	Executive Vice President	225 South Main Street Moultrie, GA 31768
Cindi H. Lewis	Executive Vice President	225 South Main Street Moultrie, GA 31768
Johnny R. Myers	Executive Vice President	225 South Main Street Moultrie, GA 31768
Ronnie F. Marchant	Executive Vice President	225 South Main Street Moultrie, GA 31768

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : J716155
DATE INC/AUTH/FILED: 08/13/1971
JURISDICTION : COLQUITT
PRINT DATE : 03/03/2006
FORM NUMBER : 211

ROGERS & HARDIN
TIMOTHY PIPER
229 PEACHTREE ST., SUITE 2700
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

AMERICAN BANKING COMPANY
BANK

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20060303182715158



Cathy Cox
Secretary of State