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(Requestor's Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 DEC -3 AM 10:29

Name Chg
1a 12/5/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Banking Company d/b/a Ameris
(Name of Corporation)

DOCUMENT NUMBER: F06000001463

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jody L. Spencer, Esq.
(Name of Contact Person)

Rogers & Hardin LLP
(Firm/Company)

229 Peachtree St. NE, 2700 International Tower
(Address)

Atlanta, GA 30303-1601
(City/State and Zip Code)

For further information concerning this matter, please call:

Janet Guy (Name of Contact Person) at (404) 954-7523 (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [x] $35.00 Filing Fee
- [ ] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000001463
(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 DEC -3 AM 10:29

1. American Banking Company d/b/a Ameris
(Name of corporation as it appears on the records of the Department of State)

2. Georgia
(Incorporated under laws of)

3. 03/08/2006
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/08/2006

5. Ameris Bank
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Cindi Lewis
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Cindi Lewis
(Typed or printed name of person signing)

EVP CAO Corp. Sec.
(Title of person signing)

OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

FINANCIAL SERVICES COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF AGRICULTURE

November 7, 2008

Ms. Jody L. Spencer
Rogers & Hardin, LLP
2700 International Tower
229 Peachtree Street, N.E.
Atlanta, GA 30303-1601

Re: Ameris Bank

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a state chartered bank located in Moultrie, Georgia.

As 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. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Department of State

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Control No. **J716155**

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

Certified Copy

I, Karen C Handel, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

AMERIS BANK

Domestic Bank

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 13th day of August, 1971 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 12th day of November, 2008

Karen C Handel
Secretary of State

Certification Number: 3249025-1 Reference: 1066.103
Verify this certificate online at http://corp.sos.state.ga.us/corp/soskb/verify.asp

Control No. J716155

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/31/2006. Attached is a true and correct copy of the said filing.

Surviving Entity:
AMERIS BANK, a Georgia Bank

Nonsurviving Entity/Entities:
ISLANDS COMMUNITY BANK, N.A., a National Banking Association

WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on December 31, 2006

Cathy Cox
Secretary of State

Control No: J716155
Date Filed: 12/29/2006 12:00 AM
Cathy Cox
Secretary of State

ARTICLES OF MERGER

OF

ISLANDS COMMUNITY BANK, N.A.

WITH AND INTO

AMERICAN BANKING COMPANY

The undersigned, **AMERICAN BANKING COMPANY**, a Georgia state-chartered bank (the "Surviving Bank"), and **ISLANDS COMMUNITY BANK, N.A.**, a national banking association (the "Merging Bank"), desiring to effect a merger of the Merging Bank with and into the Surviving Bank pursuant to the provisions of Section 7-1-532 of the Financial Institutions Code of Georgia, do hereby certify the following:

1. The main office and registered office of the Surviving Bank is located at 225 South Main Street, Moultrie, Colquitt County, Georgia 31768. The registered agent of the Surviving Bank at such location is Randy Kelly.

2. The main office and registered office of the Merging Bank is located at 2348 Boundary Street, Beaufort, Beaufort County, South Carolina 29902. The registered agent of the Merging Bank at such location is John R. Perrill.

3. The Bank Plan of Merger and Merger Agreement dated as of August 15, 2006 between the Surviving Bank and the Merging Bank (the "Plan of Merger") was approved and adopted by Ameris Bancorp, a Georgia corporation and the sole shareholder of the Surviving Bank ("Ameris"), and the Board of Directors of the Surviving Bank by unanimous written consent in lieu of a meeting of the shareholders and directors dated as of August 15, 2006.

4. The Plan of Merger was approved and adopted by the Board of Directors of the Merging Bank at a regular meeting of the Board of Directors held on August 15, 2006, at which all directors were in attendance and notice of such meeting was waived. The Plan of Merger was approved and adopted by Islands Bancorp, a South Carolina corporation and the sole shareholder of the Merging Bank ("Islands"), subject to the merger of Islands with and into Ameris pursuant to a definitive agreement with respect thereto between Ameris, the Surviving Bank, Islands and the Merging Bank dated as of August 15, 2006, by written consent in lieu of a meeting of the shareholders dated as of August 15, 2006.

5. The names and mailing addresses of the members of the Board of Directors of the Surviving Bank until the first meeting of the shareholders or until their successors are elected and qualified are as follows:

Name	Address
Johnny W. Floyd	225 South Main Street, Moultrie, GA 31768

State of Georgia
Expedite Merger 14 Page(s)

T0700218513

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

6. The Plan of Merger is attached hereto and made a part hereof as Exhibit A.

7. A request for publication of a notice of filing the Articles of Merger and payment therefor will be made as required by subsection (d) of Section 7-1-532 of the Financial Institutions Code of Georgia.

8. These Articles of Merger may be executed in counterparts, each of which is an original and both of which together shall constitute one and the same instrument.

[Signatures on following page.]

IN WITNESS WHEREOF, the undersigned banks have caused these Articles of Merger to be signed by two duly authorized officers of such banks, respectively, acting for and on behalf of such banks, as of this 24th day of September, 2006.

ATTEST:

Candi Lewis, EVP
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By: Edwin W. Hortman, Jr.
Its: President + CEO

ATTEST:

____
Secretary

[CORPORATE SEAL]

ISLANDS COMMUNITY BANK, N.A.

By: ______________________________
Its: ______________________________

IN WITNESS WHEREOF, the undersigned banks have caused these Articles of Merger to be signed by two duly authorized officers of such banks, respectively, acting for and on behalf of such banks, as of this 29th day of September, 2006.

ATTEST:

____
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By:______________________
Its:______________________

ATTEST:

____
Secretary

[CORPORATE SEAL]

ISLANDS COMMUNITY BANK, N.A.

By:______________________
Its:______________________

EXHIBIT A

PLAN OF MERGER

BANK PLAN OF MERGER AND MERGER AGREEMENT

THIS BANK PLAN OF MERGER AND MERGER AGREEMENT (the "Agreement") is made and entered into as of the 15th day of August, 2006, by and between **AMERICAN BANKING COMPANY**, a Georgia state-chartered bank (the "Surviving Bank"), and **ISLANDS COMMUNITY BANK, N.A.**, a national banking association (the "Merging Bank") (the Merging Bank and the Surviving Bank are hereinafter collectively referred to as the "Constituent Banks").

W I T N E S S E T H:

WHEREAS, the Constituent Banks, Ameris Bancorp, a Georgia corporation and the sole shareholder of the Surviving Bank ("Ameris"), and Islands Bancorp, a South Carolina corporation and the sole shareholder of the Merging Bank ("Islands"), have entered into that certain Agreement and Plan of Merger dated as of August 15, 2006 (the "Holding Company Agreement"), pursuant to which Islands would be merged with and into Ameris (the "Company Merger");

WHEREAS, the Boards of Directors of the Constituent Banks deem it advisable and for the benefit of said Constituent Banks that the Merging Bank merge with and into the Surviving Bank immediately upon, and subject to, the consummation of the Company Merger (the "Merger"); and

WHEREAS, the Financial Institutions Code of Georgia (the "Code") authorizes the merger of a national bank and a bank organized under the Code, subject to applicable provisions of the Code and the approval of such merger by the Department of Banking and Finance of the State of Georgia (the "Department");

NOW, THEREFORE, for and in consideration of the premises and other mutual agreements, covenants, representations and warranties contained herein, the parties hereto agree as follows:

I.
MERGER; EFFECTIVE TIME

1.1 Merger. At the Effective Time, as hereinafter defined, the Merging Bank shall be merged with and into the Surviving Bank, in accordance with the Code. The Surviving Bank shall survive the Merger, the separate existence of the Merging Bank shall cease, and the Merger shall in all respects have the effect provided for in the applicable provisions of the Code.

1.2 Effective Time. Subject to the consummation of the Company Merger in accordance with the Holding Company Agreement, Articles of Merger evidencing the transactions contemplated herein shall be delivered to the Department for filing in accordance with the Code. The Merger shall be effective upon the issuance of a certificate of merger with respect thereto by the Secretary of State of the State of Georgia (the "Effective Time").

II.
NAME OF SURVIVING BANK; ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS; OFFICERS

2.1 Name of Surviving Bank. The name of the Surviving Bank shall be "American Banking Company" or such other name as the Surviving Bank shall be operating under immediately prior to the Effective Time.

2.2 Articles of Incorporation of the Surviving Bank. The Articles of Incorporation of the Surviving Bank in effect at the Effective Time shall (until further amended) continue to be the Articles of Incorporation of the Surviving Bank.

2.3 Bylaws of the Surviving Bank. The Bylaws of the Surviving Bank in effect at the Effective Time shall (until further amended) continue to be the Bylaws of the Surviving Bank.

2.4 Directors of the Surviving Bank. At the Effective Time, the directors of the Merging Bank immediately prior thereto shall cease to hold office, and each director of the Surviving Bank immediately prior thereto shall remain a director of the Surviving Bank and shall thereafter hold such office for the remainder of his or her term of office and until his or her successor has been elected and qualified, or as otherwise provided in the Articles of Incorporation or the Bylaws of the Surviving Bank or by the Code. The names of such directors are set forth on Schedule 2.4 attached hereto.

2.5 Executive Officers of the Surviving Bank. At the Effective Time, the executive officers of the Merging Bank immediately prior thereto shall cease to hold office, and each executive officer of the Surviving Bank immediately prior thereto shall remain an executive officer of the Surviving Bank, and each of the foregoing shall thereafter hold such office for the remainder of his or her term of office and until his or her successor has been elected or appointed and qualified, or as otherwise provided in the Articles of Incorporation or the Bylaws of the Surviving Bank or by the Code. The names of such executive officers are set forth on Schedule 2.5 attached hereto.

III.
SECURITIES

The shares of the capital stock of the Constituent Banks shall be converted as follows:

3.1 Stock of the Surviving Bank. At the Effective Time, each share of the common stock of the Surviving Bank issued and outstanding immediately prior to the Effective Time shall remain outstanding, shall be unaffected by the consummation of the Merger and shall continue to be held by Ameris.

3.2 Stock of the Merging Bank. At the Effective Time, each share of the common stock of the Merging Bank shall, by virtue of the Merger and without any action by the holder thereof, be extinguished.

IV.
GENERAL

4.1 Approval of Shareholders and the Department. This Agreement is subject to approval by the shareholders of the Constituent Banks and by the Department.

4.2 Necessary Action. The directors and officers of the Constituent Banks shall carry out and consummate this Agreement and shall have the power to adopt all resolutions, execute and file all documents and take all other actions that they may deem necessary or desirable for the purpose of effecting the merger of the Constituent Banks in accordance with this Agreement and the Code.

4.3 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement or the terms hereof to produce or account for more than one of such counterparts. Executed counterparts may be delivered by facsimile transmission.

[Signatures on following page.]

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be signed and delivered by its duly authorized officers, as of the date first written above.

ATTEST:

Cindi Lewis
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By: Edwin W. Hortman Jr.
Its: President & Chief Executive Officer

ATTEST:

____
Secretary

[CORPORATE SEAL]

ISLANDS COMMUNITY BANK, N.A.

By:____________________
Its:____________________

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be signed and delivered by its duly authorized officers, as of the date first written above.

ATTEST:

____
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By:______________________________
Its:______________________________

ATTEST:

____
Secretary

[CORPORATE SEAL]

ISLANDS COMMUNITY BANK, N.A.

By:______________________________
Its:______________________________

Schedule 2.4

Directors of Surviving Bank

Johnny W. Floyd
J. Raymond Fulp
Edwin W. Hortman, Jr.
Kenneth J. Hunnicutt
Daniel B. Jeter
Glenn A. Kirbo
Robert P. Lynch
Brooks Sheldon
Eugene M. Vereen, Jr.
Henry C. Wortman

Schedule 2.5

Executive Officers of Surviving Bank

President and CEO:	Edwin W. Hortman, Jr.
Chief Financial Officer:	Dennis J. Zember Jr.
Executive Vice President:	Jon S. Edwards
Executive Vice President:	Thomas T. Dampier
Executive Vice President:	Cindi H. Lewis
Executive Vice President:	Johnny R. Myers

Department of Banking and Finance

2990 Brandywine Road, Suite 200
Atlanta, Georgia 30341-5565
770-986-1633
www.gadbf.org

Sonny Perdue
Governor

Robert M. Braswell
Commissioner

December 29, 2006

Honorable Cathy Cox
Secretary of State
Suite 306, West Tower
#2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Re: Articles of Merger for the merger of Islands Community Bank, N.A., Beaufort, Beaufort County, South Carolina, with and into Ameris Bank (f/k/a American Banking Company), Moultrie, Colquitt County, Georgia survivor

Dear Ms. Cox:

Please find enclosed this Department's Certificate of Approval, the Articles of Merger, and expedited filing fee concerning the above referenced merger transaction. It appears that all requirements of law have been completed and the Certificate of Merger may be issued by your office. All conditions precedent to the merger and resultant name change have been performed. **The parties to the merger would like for the effective date of the merger to be as of 11:59 p.m. EST on December 31, 2006.**

Please forward a copy of the Certificate of Merger to the Department. If you have any questions regarding the Certificate of Approval, please contact the undersigned at (770) 986-1645.

Sincerely,

MR

Murali Ramachandran
Corporate Manager, Financial Institutions

Enclosure

cc: Mr. Jody L. Spencer
Rogers & Hardin, LLP
2700 International Tower, Peachtree Center
229 Peachtree Street, NE
Atlanta, Georgia 30303-1601

Department of Banking and Finance

2990 Brandywine Road, Suite 200
Atlanta, Georgia 30341-5565
770-986-1633
www.gadbf.org

Sonny Perdue
Governor

Robert M. Braswell
Commissioner

APPROVAL OF ARTICLES OF MERGER

* * * * *

It appearing that American Banking Company, Moultrie, Colquitt County, Georgia, and Islands Community Bank, N.A., Beaufort, Beaufort County, South Carolina, having submitted to the Secretary of State of Georgia Articles of Merger, Islands Community Bank, N.A., to be merged with and into American Banking Company, the merger being carried out in accordance with the provisions of Section 7-1-531 of the Financial Institutions Code of Georgia and with the Bank Plan of Merger and Merger Agreement executed by the corporations on August 15, 2006, being attached and made a part of the Articles of Merger, the name of the surviving bank to be American Banking Company with its registered office in Moultrie, Colquitt County, Georgia, and its Articles of Incorporation to be the same as the Articles of Incorporation of American Banking Company prior to the merger, has met all requirements of law and such Articles of Merger are otherwise regular and in accordance with law.

NOW, THEREFORE, The said Articles of Merger are hereby approved.

This the 8th day of November 2006.

DEPUTY COMMISSIONER

Control No. J716155

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

NAME CHANGE

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/08/2006. Attached is a true and correct copy of the said filing.

Surviving Entity:
AMERICAN BANKING COMPANY, a Georgia Bank

Changing its Name to:
AMERIS BANK, a Georgia Bank

Nonsurviving Entity/Entities:
BANK OF THOMAS COUNTY, a Georgia Bank

WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on December 8, 2006

Cathy Cox

Cathy Cox
Secretary of State

Control No: J716155
Date Filed: 12/08/2006 12:00 AM
Cathy Cox
Secretary of State

ARTICLES OF MERGER

OF

BANK OF THOMAS COUNTY

WITH AND INTO

AMERICAN BANKING COMPANY

The undersigned, **AMERICAN BANKING COMPANY**, a Georgia state-chartered bank (the "Surviving Bank"), and **BANK OF THOMAS COUNTY**, a Georgia state-chartered bank (the "Merging Bank"), desiring to effect a merger of the Merging Bank with and into the Surviving Bank in compliance with Section 7-1-530 of the Financial Institutions Code of Georgia, do hereby certify the following:

1. The main office and registered office of the Surviving Bank is located at 225 South Main Street, Moultrie, Colquitt County, Georgia 31768. The registered agent of the Surviving Bank at such location is Cindi H. Lewis.

2. The main office and registered office of the Merging Bank is located at 2484 East Pinetree Boulevard, Thomasville, Thomas County, Georgia 31799. The registered agent of the Merging Bank at such location is Vicki R. Blanton.

3. The Agreement and Plan of Merger dated as of October 2, 2006 between the Surviving Bank and the Merging Bank (the "Plan of Merger") was approved and adopted by Ameris Bancorp, a Georgia corporation and the sole shareholder of the Surviving Bank ("Ameris"), and by the Board of Directors of the Surviving Bank by unanimous written consent in lieu of a meeting of the shareholders and directors dated as of October 2, 2006.

4. The Plan of Merger was approved and adopted by Ameris as the sole shareholder of the Merging Bank and by the Board of Directors of the Merging Bank by unanimous written consent of lieu of a meeting of the shareholders and directors dated as of October 2, 2006.

5. The Articles of Incorporation of the Surviving Bank shall be the Articles of Incorporation of the surviving bank upon consummation of the Plan of Merger, except that such Articles of Incorporation shall be amended by deleting the text of paragraph 2 thereof (as included in the initial application for charter of the Surviving Bank) and substituting in lieu thereof the following:

"The name by which the bank is to be known is: Ameris Bank."

6. The names and mailing addresses of the members of the Board of Directors of the Surviving Bank until the first meeting of the shareholders or until their successors are elected and qualified are as follows:

State of Georgia
Expedite Merger 13 Page(s)

T0634618501

Name	Address
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

7. The Plan of Merger is attached hereto and made a part hereof as Exhibit A.

8. A request for publication of a notice of filing the Articles of Merger and payment therefor will be made as required by subsection (d) of Section 7-1-532 of the Financial Institutions Code of Georgia.

9. These Articles of Merger may be executed in counterparts, each of which is an original and both of which together shall constitute one and the same instrument.

[Signatures on following page.]

IN WITNESS WHEREOF, the undersigned banks have caused these Articles of Merger to be signed by two duly authorized officers of such banks, respectively, acting for and on behalf of such banks, as of this 2nd day of October, 2006.

ATTEST:

____
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By: ______________________
Its: President & CEO

ATTEST:

____
Secretary

[CORPORATE SEAL]

BANK OF THOMAS COUNTY

By: ______________________
Its: ______________________

1066.103 614125.1

IN WITNESS WHEREOF, the undersigned banks have caused these Articles of Merger to be signed by two duly authorized officers of such banks, respectively, acting for and on behalf of such banks, as of this 2nd day of October, 2006.

ATTEST:

Cindi Lewis
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By: Edwin W Hortman Jr
Its: President & CEO

ATTEST:

Vicki Blanton
Secretary

[CORPORATE SEAL]

BANK OF THOMAS COUNTY

By: Ronald K Bell
Its: President

1066.103 614125.1

EXHIBIT A

PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of October 2, 2006, by and between American Banking Company, a Georgia state-chartered bank (the "Surviving Bank"), and Bank of Thomas County, a Georgia state-chartered bank (the "Merging Bank") (the Merging Bank and the Surviving Bank are hereinafter collectively referred to as the "Constituent Banks").

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Banks deem it advisable and for the benefit of said Constituent Banks that the Merging Bank merge with and into the Surviving Bank (the "Merger"); and

WHEREAS, the Financial Institutions Code of Georgia (the "Code") authorizes the merger of banks organized under the Code with other such banks, subject to applicable provisions of the Code and the approval of such merger by the Department of Banking and Finance of the State of Georgia (the "Department");

NOW, THEREFORE, for and in consideration of the premises and other mutual agreements, covenants, representations and warranties contained herein, the parties hereto agree as follows:

I.
MERGER; EFFECTIVE TIME

1.1 Merger. At the Effective Time, as hereinafter defined, the Merging Bank shall be merged with and into the Surviving Bank, in accordance with the Code. The Surviving Bank shall survive the Merger, the separate existence of the Merging Bank shall cease, and the Merger shall in all respects have the effect provided for in the applicable provisions of the Code.

1.2 Effective Time. Articles of Merger evidencing the transactions contemplated herein shall be delivered to the Department for filing in accordance with the Code. The Merger shall be effective upon the issuance of a certificate of merger with respect thereto by the Secretary of State of the State of Georgia (the "Effective Time").

II.
NAME OF SURVIVING BANK; ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS; OFFICERS

2.1 Name of Surviving Bank. Upon the effectiveness of the Merger, the name of the Surviving Bank shall be changed to "Ameris Bank", as set forth in Section 2.2 hereof.

2.2 Articles of Incorporation of the Surviving Bank. The Articles of Incorporation of the Surviving Bank in effect at the Effective Time shall (until further amended) continue to be the Articles of Incorporation of the Surviving Bank, except that such Articles of Incorporation shall be amended by deleting the text of paragraph 2 thereof (as included in the initial application for charter of the Surviving Bank) and substituting in lieu thereof the following:

"The name by which the bank is to be known is: Ameris Bank."

2.3 Bylaws of the Surviving Bank. The Bylaws of the Surviving Bank in effect at the Effective Time shall (until further amended) continue to be the Bylaws of the Surviving Bank.

2.4 Directors of the Surviving Bank. At the Effective Time, the directors of the Merging Bank immediately prior thereto shall cease to hold office and each individual listed on Schedule 2.4 attached hereto shall continue as a director of the Surviving Bank and shall thereafter hold such office until his or her successor has been elected and qualified, or as otherwise provided in the Articles of Incorporation or the Bylaws of the Surviving Bank or by the Code.

2.5 Officers of the Surviving Bank. At the Effective Time, the officers of the Merging Bank immediately prior thereto shall cease to hold office and each individual listed on Schedule 2.5 attached hereto shall continue to serve in the office set forth opposite his or her name on such Schedule 2.5 and shall thereafter hold such office until his or her successor has been elected or appointed and qualified, or as otherwise provided in the Articles of Incorporation or the Bylaws of the Surviving Bank or by the Code.

III.
SECURITIES

The shares of the capital stock of the Constituent Banks shall be converted as follows:

3.1 Stock of the Surviving Bank. At the Effective Time, each share of the common stock of the Surviving Bank issued and outstanding immediately prior to the Effective Time shall remain outstanding, shall be unaffected by the consummation of the Merger and shall continue to be held by Ameris Bancorp as the sole shareholder of the Surviving Bank.

3.2 Stock of the Merging Bank. At the Effective Time, each share of the common stock of the Merging Bank shall, by virtue of the Merger and without any action by the holder thereof, be extinguished.

IV.
GENERAL

4.1 Approval of Shareholders and the Department. This Agreement is subject to approval by the shareholders of the Constituent Banks and by the Department.

4.2 Necessary Action. The directors and officers of the Constituent Banks shall carry out and consummate this Agreement and shall have the power to adopt all resolutions, execute and file all documents and take all other actions that they may deem necessary or desirable for the purpose of effecting the merger of the Constituent Banks in accordance with this Agreement and the Code.

4.3 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement or the terms hereof to produce or account for more than one of such counterparts. Executed counterparts may be delivered by facsimile transmission.

[Signatures on following page.]

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be signed and delivered by its duly authorized officers, as of the date first written above.

SURVIVING BANK:

ATTEST:

Cindi Lewis
Secretary

[CORPORATE SEAL]

AMERICAN BANKING COMPANY

By: Edwin W Hortman
Its: President & CEO

MERGING BANK:

ATTEST:

Vicki Blanton
Secretary

[CORPORATE SEAL]

BANK OF THOMAS COUNTY

By: Ronald K Bell
Its: President

Schedule 2.4

Directors of Surviving Bank

Johnny W. Floyd
J. Raymond Fulp
Edwin W. Hortman, Jr.
Kenneth J. Hunnicutt
Daniel B. Jeter
Glenn A. Kirbo
Robert P. Lynch
Brooks Sheldon
Eugene M. Vereen, Jr.
Henry C. Wortman

Schedule 2.5

Officers of Surviving Bank

President and CEO:	Edwin W. Hortman, Jr.
Chief Financial Officer:	Dennis J. Zember Jr.
Executive Vice President:	Jon S. Edwards
Executive Vice President:	Thomas T. Dampier
Executive Vice President:	Cindi H. Lewis
Executive Vice President:	Johnny R. Myers

Department of Banking and Finance

2990 Brandywine Road, Suite 200
Atlanta, Georgia 30341-5565
770-986-1633
www.gadbf.org

Sonny Perdue
Governor

Robert M. Braswell
Commissioner

December 4, 2006

Honorable Cathy Cox
Secretary of State
Suite 306, West Tower
#2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Re: Articles of Merger for the merger of Bank of Thomas County, Thomasville, Thomas County, Georgia, with and into American Banking Company, Moultrie, Colquitt County, Georgia, with the resulting bank to be known as Ameris Bank

Dear Ms. Cox:

Please find enclosed this Department's Certificate of Approval, the Articles of Merger, and expedited filing fee concerning the above referenced merger transaction. It appears that all requirements of law have been completed and the Certificate of Merger may be issued by your office. All conditions precedent to the merger and resultant name change have been performed. **The parties to the merger and name change would like for the effective date of the merger and name change to be December 8, 2006 at 5:00 p.m..**

Please forward a copy of the Certificate of Merger to the Department. If you have any questions regarding the Certificate of Approval, please contact the undersigned at (770) 986-1645.

Sincerely,

M.R.

Murali Ramachandran
Corporate Manager, Financial Institutions

Enclosure

cc: Mr. Jody L. Spencer
Rogers & Hardin, LLP
2700 International Tower, Peachtree Center
229 Peachtree Street, NE
Atlanta, Georgia 30303-1601

CORPORATIONS DIVISION
2006 DEC -6 A 9:47
SECRETARY OF STATE