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FOREIGN PROFIT/NONPROFIT CORPORATION

HeritageBank of the South Inc.

Certificate of Status	1
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B. McKnight JUL 28 2006



OFFICE OF FINANCIAL REGULATION

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CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

July 28, 2006

Brian L. Alpert, Esquire  
Silver, Freedman & Taff, LLP  
1700 Wisconsin Avenue, NW  
Washington, DC 20007

Dear Mr. Alpert:

Re: HeritageBank of the South, Inc.

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a Georgia state-chartered bank located in Albany, Georgia.

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.

This Office will not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. This does not authorize the institution to engage in the business of banking or insurance 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,  
Department of State

\*\*\*  
DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-9800 • Fax (850) 410-9348

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**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. HeritageBank of the South Inc.**

(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. 58-0679647**

(FEI number, if applicable)

**4. January 1, 2005**

(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. 721 N. Westover Blvd., Albany, GA 31721**

(Principal office address)

**P.O. Box 50728, Albany, GA 31703-0728**

(Current mailing address)

**8. to conduct and transact generally the business of a savings bank, to do all things and exercise all powers and perform all functions which a savings bank is authorized and empowered to do.**

(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: **C T Corporation System**

Office Address: **1200 South Pine Island Road**

**Plantation**, Florida **33324**

(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.*

(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.

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

A. DIRECTORS

Chairman: Antone D. Lehr

Address: 721 N. Westover Blvd.  
Albany, GA 31721

Vice Chairman: Joseph C. Burger, Jr.

Address: 721 N. Westover Blvd.  
Albany, GA 31721

Director: O. Leonard Dorminey

Address: 721 N. Westover Blvd.  
Albany, GA 31721

Director: Carol W. Slappey

Address: 721 N. Westover Blvd.  
Albany, GA 31721

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B. OFFICERS

President: Carol W. Slappey

Address: 721 N. Westover Blvd.  
Albany, GA 31721

*Exec.* Vice President: Tammy W. Burdette

Address: 721 N. Westover Blvd.  
Albany, GA 31721

Secretary: Douglas J. McGinley

Address: 721 N. Westover Blvd., Albany, GA 31721

Treasurer: Tammy W. Burdette

Address: 721 N. Westover Blvd., Albany, GA 31721

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

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

14. Tammy W. Burdette, Executive Vice President, Chief Financial Officer and Director  
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA  
OF  
HERITAGEBANK OF THE SOUTH INC.

**ITEM 12.A – Additional Directors:**

Director: Tammy W. Burdette  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

Director: James K. Land  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

Director: Douglas McGinley  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

Director: James L. Stanley  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

**ITEM 12.B – Additional Officers:**

Chief Executive Officer: O. Leonard Dorminey  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

Executive Vice President: O. Mitchell Smith  
Address: 721 N. Westover Blvd.  
Albany, GA 31721

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# STATE OF GEORGIA

## Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

## CERTIFICATE OF EXISTENCE

I, Cathy Cox, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

### HERITAGEBANK OF THE SOUTH

*Domestic Bank*

was duly incorporated on 01/01/2005 in Georgia. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of banking and Finance.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 25th day of July, 2006

Cathy Cox  
Secretary of State

Certification Number: 199219-1 Reference:  
Verify this certificate online at <http://corp.sos.state.ga.us/corp/soskb/verify.asp>

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