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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RV
12/19



Peter D. Wimmer
314-592-6602
314-592-6640 (fax)
peter.wimmer@tbo.com

VIA OVERNIGHT DELIVERY

December 18, 2007

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

FILED
DEC 19 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: First Bank

Dear Ms. Beyer:

Pursuant to our recent telephone conversation, I enclose the following documents for filing with your office:

1. Evidence of the merger of Coast Bank of Florida with and into First Bank, a Missouri state chartered bank (the "Merger").
 - a. An originally executed Agreement of Merger.
 - b. An original Order of the Missouri Division of Finance authorizing and effecting the Merger.
2. Application by Foreign Corporation of Authorization to Transact Business in Florida.
 - a. An original Certificate of Good Standing for First Bank.
 - b. Approval letter of the Florida Office of Financial Regulation regarding use of the name "First Bank of Southwest Florida."
3. Application for Registration of Fictitious Name.

In addition, I enclose three checks made payable to the Florida Department of State in the amounts of \$78.75, \$78.75 and \$80.00, respectively, for each of the above-referenced filings.

If you need any additional information with respect to this submission, please do not hesitate to contact me at 314-592-6602. Once again, I truly appreciate your assistance.

Very truly yours,

Peter D. Wimmer
Senior Vice President and General Counsel

PDW:sas
Enclosures



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

December 18, 2007

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

Mr. Peter D. Wimmer
First Banks, Inc.
600 James S. McDonnell Blvd.
M1-199-015
Hazelwood, MO 63042

Dear Mr. Wimmer:

Re: Corporate Name Proposed: First Bank
Alternate Name: First Bank of Southwest Florida

Reference is made to your recent request for approval of the use of the above-referenced names in the state of Florida.

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. We understand the Secretary of State will not approve your request for the use of the proposed name First Bank.

Per Section 607.1506(b), Florida Statutes, an alternate name may be used to transact business in this state if a corporation's foreign corporate name is unavailable. Since your proposed alternate name does not appear to violate Section 655.922, Florida Statutes, this Office will not object to the requested alternate name, First Bank of Southwest Florida, being registered as a foreign corporation in the state of Florida. However, this non-objection letter does not give you the authority to act in any licensed capacity. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:bk

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

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2007 DEC 19 P 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. First Bank (a Missouri state chartered bank)

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

First Bank of Southwest Florida

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

2. Missouri **3. 43-0231490**

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

(FEI number, if applicable)

4. July 13, 1906

(Date of incorporation)

5. Perpetual

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

6. December 1, 2007

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11901 Olive Blvd., Creve Coeur, MO 63141

(Principal office address)

600 James S. McDonnell Blvd., M1-199-015, Hazelwood, MO 63042

(Current mailing address)

8. Commercial Bank

(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: **CT 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.

PLEASE SEE ATTACHED

(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

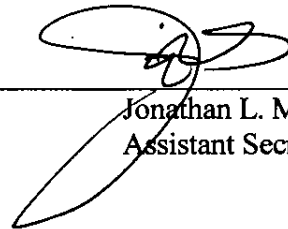
RE: First Bank of Southwest Florida

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: 12/17/07

C T CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert S. Holmes

Address: 135 N. Meramec

Clayton, MO 63105

Executive VP: Terrance M. McCarthy

Address: 600 James S. McDonnell Blvd., M1-199-071

Hazelwood, MO 63042

Secretary: Lisa K. Vansickle

Address: 600 James S. McDonnell Blvd., M1-199-014, Hazelwood, MO 63042

Senior VP: Peter D. Wimmer

Address: 600 James S. McDonnell Blvd., M1-199-015, Hazelwood, MO 63042

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. Peter D. Wimmer, Senior Vice President

(Typed or printed name and capacity of person signing application)

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA
(First Bank/First Bank of Southwest Florida)**

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

A. DIRECTORS

Robert S. Holmes
135 N. Meramec Avenue
Clayton, MO 63105

Daniel W. Jasper
11901 Olive Blvd.
Creve Coeur, MO 63141

Terrance M. McCarthy
600 James S. McDonnell Blvd.
Hazelwood, MO 63042

F. Christopher McLaughlin
600 James S. McDonnell Blvd.
Hazelwood, MO 63042

Mary P. Sherrill
600 James S. McDonnell Blvd.
Hazelwood, MO 63042

Lisa K. Vansickle
600 James S. McDonnell Blvd.
Hazelwood, MO 63042

STATE OF MISSOURI

DIVISION



OF FINANCE

CERTIFICATE OF CORPORATE GOOD STANDING

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2001 DEC 19 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, **D. ERIC MCCLURE**, Commissioner of Finance (director of the Division of Finance) of the State of Missouri, do hereby certify that the records under my care and custody in my office reveal that

FIRST BANK

Creve Coeur, St. Louis County, Missouri

Charter No. 274, is a trust company in good standing in the State of Missouri.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the Seal of my office. Done at the City of Jefferson, State of Missouri, on this seventeenth day of December, Two Thousand and Seven.

Commissioner of Finance