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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 DEC 19 P 12:19

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KB  
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

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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

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

**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 5. Perpetual  
(Date of incorporation) (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.

2007 DEC 19 P 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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# ACCEPTANCE OF APPOINTMENT

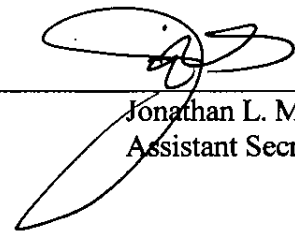
RE: First Bank of Southwest Florida

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

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

**FILED**

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

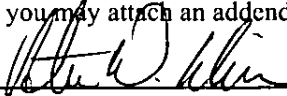
Address: 600 James S. McDonnell Blvd., M1-199-014, Hazelwood, MO 63042

*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



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

## CERTIFICATE OF CORPORATE GOOD STANDING

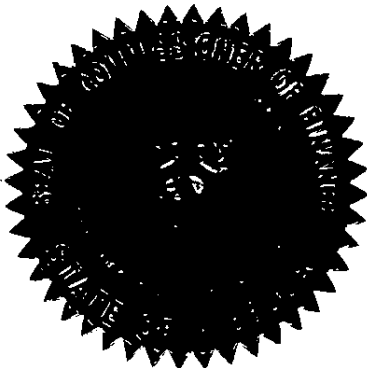
*TO ALL TO WHOM THESE PRESENTS SHALL COME:*

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