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DEPARTMENT OF STATE  
CORPORATION DIVISION

15 DEC 15 PM 2:04

NOT ATTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED

2015 DEC 15 AM 11:29

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

JAN 04 2015

J. HARRIS

2008 SHW

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 887719 7930964

AUTHORIZATION :

*Spencer*

COST LIMIT : \$ 18.75

-----  
ORDER DATE : November 25, 2015

ORDER TIME : 1:15 PM

ORDER NO. : 887719-025

CUSTOMER NO: 7930964  
-----

FOREIGN FILINGS

NAME: CAPITAL BANK CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Capital Bank Corporation  
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," or "Certificate of Good Standing" 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:

Kim R. Dellinger  
Name of Person

Capital Bank Corporation  
Firm/Company

4725 Piedmont Row Drive, Ste 110  
Address

Charlotte NC 28210  
City/State and Zip code

KDellinger@CBFCorp.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim Dellinger at (980) 224-1015  
Name of Person Area Code Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

Registration 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 16, 2015

CSC  
COURTNEY WILLIAMS

SUBJECT: CAPITAL BANK CORPORATION  
Ref. Number: W15000080642

FILED  
2015 DEC 15 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for CAPITAL BANK CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$2,000.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris  
Regulatory Specialist II

Letter Number: 815A00026327

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2015 DEC 31 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



# FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR  
COMMISSIONER

December 18, 2015

2015 DEC 15 AM 11:29  
DIVISION OF FINANCIAL INSTITUTIONS  
STATE OF FLORIDA

Ms. Kim R. Dellinger  
4725 Piedmont Row Dr.  
Charlotte, NC 28210

Re: Capital Bank Financial Corp.

Dear Ms. Dellinger:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Capital Bank Financial Corp., which is a holding company whose subsidiary is Capital Bank Corporation, a North Carolina state-chartered bank located in Charlotte, North Carolina.

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. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Jeremy W. Smith  
Acting Director  
Division of Financial Institutions

JWS:dib

cc: Lyn Shoffstall, 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. Capital Bank Corporation
(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. NC 3. 80-0623883
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/17/2015 5.
(Date of incorporation) (Date of duration, if other than perpetual)

6. 11/17/2015
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 333 Fayetteville St, Ste. 300
(Principal office address)

Raleigh NC 27601
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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2015 DEC 15 AM 11:29
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

9. 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.

Corporation Service Company

By: [Signature]
(Registered agent's signature)

Courtney Williams
Asst. Vice President

10. 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.

11. 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.

12. Kim R. Dellinger  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Kim R. Dellinger  
(Typed or printed name and capacity of person signing application)

2015 DEC 15 AM 11:29  
STATE OF FLORIDA  
TALLAHASSEE

CAPITAL BANK CORPORATION- Directors

<u>Last</u>	<u>First</u>	<u>M.I.</u>	<u>TITLE</u>	<u>ADDRESS</u>
Boaz	Bradley	A	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Foss	Peter	N.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Hodges	William	A.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Gutman	Howard	B.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Chrysson	James	G.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Marshall	Christopher	G.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Ward	William	G.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Taylor	R.	Eugene	Director and CEO	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Singletary	R.	Bruce	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Marshall	Christopher	G.	Director	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210

CAPITAL BANK CORPORATION - Officers

<u>Last</u>	<u>First</u>	<u>M.I.</u>	<u>TITLE</u>	<u>ADDRESS</u>
Moore	Michael		Treasurer	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Taylor	R.	Eugene	CEO and President	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Singletary	R.	Bruce	Chief Credit Officer	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Marshall	Christopher	G.	Chief Financial Officer & VP	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Posner	Kenneth	A.	Chief of Strategic Planning & Investor	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Kavanagh	Kenneth	J	Consumer Banking Executive	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Justo	Maria		Enterprise Risk Executive	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Lichtenberger	Vincent	M	General Counsel / Secretary	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210
Dellinger	Kim	R	Assistant Secretary	4725 Piedmont Row Drive, Ste. 110 Charlotte, NC 28210

FILED  
2016 DEC 15 AM 11:29  
TALLAHASSEE FL  
COUNTY CLERK'S OFFICE





# NORTH CAROLINA

## Department of the Secretary of State

### CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

### CAPITAL BANK CORPORATION

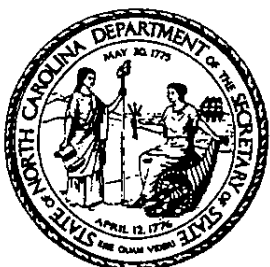
is a bank duly incorporated under Chapter 53 and Chapter 55 of the North Carolina General Statutes, having been incorporated on the 17th day of November, 2015 with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the articles of incorporation of Capital Bank Corporation not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of November, 2015.

*Elaine F. Marshall*

Secretary of State



Scan to verify online.