

G 75579

INTER-OFFICE  
COMMUNICATION

COMPTROLLER OF FLORIDA  
DIVISION OF BANKING

DATE: March 1, 2001

TO: Louise Flemming-Jackson, Department of State  
Division of Corporations

FROM: Bruce Ricca, Licensing and Chartering

800003791578--4

-03/01/01--01002--026

\*\*\*\*208.75 \*\*\*\*208.75

SUBJ: Merger of First National Bank of West Point with and into  
Capital City Bank and under the title of Capital City Bank

Please file the attached "Merger Documents" for the above-referenced institutions,  
using 5:00 p.m. EST, MARCH 2, 2001, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca  
Division of Banking  
101 East Gaines Street  
Fletcher Building, Suite 636  
Tallahassee, Florida 32399-0350
- (2) One copy to: Ms. Lisa deFrances  
Federal Reserve Bank of Atlanta  
104 Marietta Street, N.W.  
Post Office Box 1731  
Atlanta, Georgia 30303-1731
- (3) Three copies to: Mr. Gregory K. Bader  
Gunster, Yoakley & Stewart  
Phillips Point  
777 South Flagler Drive  
West Palm Beach, Florida 3401-6194

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR -2 PM 12:34

Also attached is a check which represents payment of the filing fees, charter tax  
and certified copies. If you have any questions, please call 410-9528.

BR:mergeart

Merger  
LET 3-2-2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST NATIONAL BANK OF WEST POINT. a national bank (not qualified in  
Florida)

INTO

**CAPITAL CITY BANK**, a Florida entity, G75579

File date: March 2, 2001

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

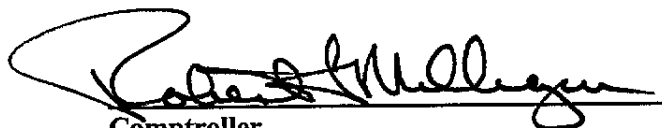
**OFFICE OF COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
**STATE OF FLORIDA**  
TALLAHASSEE  
32399-0350

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Having given my approval on December 26, 2000, to merge First National Bank of West Point, West Point, Troup County, Georgia, with and into Capital City Bank, Tallahassee, Leon County, Florida, with the resulting name of Capital City Bank, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger and Merger Agreement", which contains the Articles of Incorporation of Capital City Bank (the resulting bank), so that effective at 5:00 p.m., Eastern Time, March 2ND, 2001, they shall read as stated herein.

Signed on this 1ST day of March, 2001.

  
Comptroller

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 MAR -2 PM 12: 34

**PLAN OF MERGER  
AND MERGER AGREEMENT**

Pursuant to the provisions of Section 658.42 of the Florida Statutes, the undersigned banks do hereby adopt and enter into this Plan of Merger and Merger Agreement (this "Agreement") for the purpose of merging (the "Merger") First National Bank of West Point, a national bank ("First National"), with and into Capital City Bank, a Florida chartered commercial bank ("Capital City Bank"):

- (a) The name of each constituent bank and the specific location of its main office are as follows:

1. Capital City Bank  
217 North Monroe Street  
Tallahassee, Florida 32301

The specific location of each of its branch offices is set forth on Schedule 1 attached hereto.

2. First National Bank of West Point  
3rd Avenue and West 10 Street  
West Point, Georgia 31833

The specific location of each of its branch offices is set forth on Schedule 2 attached hereto.

- (b) With respect to the resulting state bank:

1. The name and the specific location of the proposed main office are:

Capital City Bank  
217 North Monroe Street  
Tallahassee, Florida 32301

The name and specific location of each of its branch offices is set forth on Schedules 3.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 4.
3. The name and address of each executive officer are set forth on Schedule 5.
4. The resulting bank will have a single class of common stock, par value \$100 per share ("CCB Common Stock"), consisting of 5,000 authorized shares, of which 1,000 will be outstanding. The amount of the surplus

fund will be \$24,983,270 and the amount of retained earnings will be \$119,824,000.

5. The resulting bank shall have trust powers.
  6. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.
- (c) The terms for the exchange of shares of First National for shares of Capital City Bank, are as follows:
1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of First National, par value \$1.00 per share ("First National Common Stock"), shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each issued and outstanding share of CCB Common Stock shall remain issued and outstanding and unaffected by the Merger.
  2. The "Effective Time" shall mean 5:00 pm on the date requested by Capital City Bank, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Department of Banking and Finance (the "Department").
- (d) This Agreement is subject to approval by the Department and by the shareholders of First National and Capital City Bank.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of December 31, 2000.

CAPITAL CITY BANK

By: William G. Smith, Jr.  
Name: William G. Smith, Jr.  
Title: Chairman of the Board

FIRST NATIONAL BANK OF WEST POINT

By: \_\_\_\_\_  
Name:  
Title:

fund will be \$24,983,270 and the amount of retained earnings will be \$119,824,000.

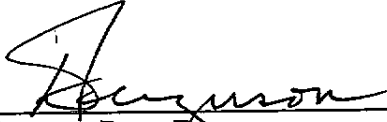
5. The resulting bank shall have trust powers.
  6. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.
- (c) The terms for the exchange of shares of First National for shares of Capital City Bank, are as follows:
1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of First National, par value \$1.00 per share ("First National Common Stock"), shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each issued and outstanding share of CCB Common Stock shall remain issued and outstanding and unaffected by the Merger.
  2. The "Effective Time" shall mean 5:00 pm on the date requested by Capital City Bank, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Department of Banking and Finance (the "Department").
- (d) This Agreement is subject to approval by the Department and by the shareholders of First National and Capital City Bank.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of December 31, 2000.

CAPITAL CITY BANK

By: \_\_\_\_\_  
Name:  
Title:

FIRST NATIONAL BANK OF WEST POINT

By:  \_\_\_\_\_  
Name: Drew Ferguson  
Title: President & C.E.O.

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## **SCHEDULE 1**

### **Capital City Bank Branch Office Locations**

## **Florida**

### **Bradford County**

Starke Office  
105 West Jefferson Street  
Starke, FL 32091

Bradford Square Office  
841 Walnut Street  
Starke, FL 32091

### **Citrus County**

Citrus Springs Office  
10241 North Florida Avenue  
Citrus Springs, FL 34434

Floral City Office  
7697 South Florida Avenue  
Floral City, FL 34436

Crystal River Office  
101 SE U.S. Highway 19  
Crystal River, FL 34429

Inverness Office  
1500 North U.S. Highway 41  
Inverness, FL 34450

### **Clay County**

Keystone Heights Office  
405 South Lawrence Boulevard  
Keystone Heights, FL 32656

### **Dixie County**

Cross City Office  
Barber and Chewning  
Cross City, FL 32628

### **Gadsden County**

Quincy Office  
320 West Jefferson Street  
Quincy, FL 32351

Chattahoochee Office  
316 West Washington Street  
Chattahoochee, FL 32324

Havana Office  
102 South Main Street  
Havana, FL 32333

### **Gilchrist County**

Trenton Office  
109 West Wade Street  
Trenton, FL 32693

Bell Office  
690 South U.S. Highway 129  
Bell, FL 32619

Fanning Springs Office  
7240 U.S. Highway 19  
Fanning Springs, FL 32693

## **Gulf County**

Port St. Joe  
504 Monument Avenue  
Port St. Joe, FL 32456

### **Hernando County**

Spring Hill Office  
7101 Mariner Boulevard  
Spring Hill, FL 34609

### **Jefferson County**

Monticello Office  
800 South Jefferson Street  
Monticello, FL 32344

### **Leon County**

Capital Circle Northwest Office  
1456 Capital Circle NW  
Tallahassee, FL 32303

Main Office  
217 North Monroe Street  
Tallahassee, FL 32301

Capital City Bank Direct Office  
2111 North Monroe Street  
Tallahassee, FL 32303

South Monroe Office  
3404 South Monroe Street  
Tallahassee, FL 32301

Thomasville Road Office  
3528 Thomasville Road  
Tallahassee, FL 32308

Apalachee Parkway Office  
1801 Apalachee Parkway  
Tallahassee, FL 32301

Centerville Road Office  
2375 Centerville Road  
Tallahassee, FL 32308

Governor's Square Mall Office  
Governor's Square Mall  
Tallahassee, FL 32301

Mahan Office  
3255 Mahan Drive  
Tallahassee, FL 32308

North Monroe Office  
2111 North Monroe Street  
Tallahassee, FL 32303

Lake Jackson Office  
3815 North Monroe Street  
Tallahassee, FL 32303

West Tennessee Office  
1828 West Tennessee Street  
Tallahassee, FL 32304

Westwood Office  
2020 West Pensacola Street  
Tallahassee, FL 32304

Metropolitan Office  
1301 Metropolitan Boulevard  
Tallahassee, FL 32308

Tharpe Street Office  
1108 West Tharpe Street  
Tallahassee, FL 32303

### **Levy County**

Chiefland Office  
2012 North Young Boulevard  
Chiefland, FL 32626

Bronson Office  
140 East Hathaway  
Bronson, FL 32621

Cedar Key Office  
390 2nd Street  
Cedar Key, FL 32625

Inglis Office  
95 West Highway 40  
Inglis, FL 34449

Williston Office  
144 East Noble Avenue  
Williston, FL 32696

### **Madison County**

Madison Office  
603 West Base Street  
Madison, FL 32340

### **Pasco County**

Port Richey Office  
9222 Regency Park Boulevard  
Port Richey, FL 34668

### **Putnam County**

Palatka Office  
200 Reid Street  
Palatka, FL 32177

Palatka Main Office  
400 Highway 19 North  
Palatka, FL 32177

### **Suwannee County**

Branford Office  
814 Suwannee Avenue  
Branford, FL 32008

### **Taylor County**

Perry Office  
115 West Green Street  
Perry, FL 32347

### **Washington County**

Chipley Office  
1242 Jackson Avenue  
Chipley, FL 32428



**SCHEDULE 2**

First National Bank of West Point Branch Office Locations

Address	Date Opened	Branch Name
3rd Avenue and West 10th Street	1/13/1906	West Point
3503 20th Avenue, Valley, Alabama	11/01/1997	Shawmut
375 FOB James Drive, Valley, Alabama	11/01/1997	FOB James

### **SCHEDULE 3**

#### **Resulting Bank Branch Locations**

## **Florida**

### **Bradford County**

Starke Office  
105 West Jefferson Street  
Starke, FL 32091

Bradford Square Office  
841 Walnut Street  
Starke, FL 32091

### **Citrus County**

Citrus Springs Office  
10241 North Florida Avenue  
Citrus Springs, FL 34434

Floral City Office  
7697 South Florida Avenue  
Floral City, FL 34436

Crystal River Office  
101 SE U.S. Highway 19  
Crystal River, FL 34429

Inverness Office  
1500 North U.S. Highway 41  
Inverness, FL 34450

### **Clay County**

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### **Dixie County**

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Quincy Office  
320 West Jefferson Street  
Quincy, FL 32351

Chattahoochee Office  
316 West Washington Street  
Chattahoochee, FL 32324

Havana Office  
102 South Main Street  
Havana, FL 32333

### **Gilchrist County**

Trenton Office  
109 West Wade Street  
Trenton, FL 32693

Bell Office  
690 South U.S. Highway 129  
Bell, FL 32619

Fanning Springs Office  
7240 U.S. Highway 19  
Fanning Springs, FL 32693

## **Gulf County**

Port St. Joe  
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Port St. Joe, FL 32456

### **Hernando County**

Spring Hill Office  
7101 Mariner Boulevard  
Spring Hill, FL 34609

### **Jefferson County**

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### **Leon County**

Capital Circle Northwest Office  
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3815 North Monroe Street  
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Tallahassee, FL 32303

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Port Richey, FL 34668

### **Putnam County**

Palatka Office  
200 Reid Street  
Palatka, FL 32177

Palatka Main Office  
400 Highway 19 North  
Palatka, FL 32177

### **Suwannee County**

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814 Suwannee Avenue  
Branford, FL 32008

### **Taylor County**

Perry Office  
115 West Green Street  
Perry, FL 32347

### **Washington County**

Chipley Office  
1242 Jackson Avenue  
Chipley, FL 32428

**Georgia**

**Troup County**

West Point Office  
410 West 10th Street  
West Point, GA 31833

**Alabama**

**Chambers County**

Shawmut Office  
3503 20th Avenue  
Valley, AL 36854

FOB James Office  
375 FOB James Drive  
Valley, AL 36854

## **SCHEDULE 4**

List of Directors

Directors	Address	Title
Thomas A. Barron	P.O. Box 900 Tallahassee, FL 32302	Director
Gregory V. Beauchamp	P.O. Box 1129 Chiefland, FL 32644	Director
Robert J. Beauchamp	P.O. Box 1777 Chiefland, FL 32644	Director
Donald T. Bennink	2740 CRW 232 Bell, FL 32619	Director
Kenneth R. Hart	P.O. Box 391 Tallahassee, FL 323022	Director
E. Cantey Higdon	P.O. Box 977 Quincy, FL 32353	Director
Harold M. Knowles	215 S. Monroe Street, Suite 130 Tallahassee, FL 32301	Director
R. Gary Landrum	3375-B Capital Circle, NE Tallahassee, FL 32308	Director
Blucher B. Lines	P.O. Box 550 Quincy, FL 32353	Director
S. Craig McMillan	P.O. Box 1919 Quincy, FL 32353	Director
John B. Mowell	P.O. Box 4168 Tallahassee, FL 32315	Director
William G. Smith, Jr.	P.O. Box 11248 Tallahassee, FL 32302	Director
Ben H. Wilkinson, Jr.	P.O. Box 4288 Tallahassee, FL 32315	Director
Fred M. Williams, Jr.	Route 3 Box 96-C Monticello, FL 32344	Director
P. Graves Williams	P.O. Box 1018 Quincy, FL 32353	Director

## **SCHEDULE 5**

### **List of Executive Officers**



<b>Executive Officers</b>	<b>Address</b>	<b>Title</b>
Thomas A. Barron	P.O. Box 900 Tallahassee, FL 32302	President
William G. Smith, Jr.	P.O. Box 11248 Tallahassee, FL 32302	Chairman of the Board
J. Kimbrough Davis	1001 Washington Street Tallahassee, FL 32301	Executive Vice President and Chief Financial Officer
Randolph K. Briley	4039 Devlin Court Tallahassee, FL 32308	Executive Vice President
Noel A. Ellis	6264 Blackfox Way Tallahassee, FL 32308	Executive Vice President
Mitchell R. Englert	1315 Peacefield Place Tallahassee, FL 32312	Executive Vice President
Russell Grosvenor	2709 Lifford Court Tallahassee, FL 32308	Executive Vice President
Karen H. Love	4361 Kimberly Circle Tallahassee, FL 32308	Executive Vice President
Randolph M. Pople	P.O. Box 1549 Tallahassee, FL 32302	President of Capital City Trust Company
Dale A. Thompson	P.O. Box 900 Tallahassee, FL 32302	Executive Vice President
Edward G. Canup	P.O. Box 900 Tallahassee, FL 32302	Executive Vice President
William D. Colledge	P.O. Box 900 Tallahassee, FL 32302	Executive Vice President
Edwin N. West, Jr.	P.O. Box 900 Tallahassee, FL 32302	Executive Vice President
Donald L. Ruggiero	P.O. Box 900 Tallahassee, FL 32302	Senior Vice President

**SCHEDULE 6**

Articles of Incorporation

# **ARTICLES OF INCORPORATION OF CAPITAL CITY BANK**

The undersigned, acting as Directors for the purpose of amending and restating the Articles of Incorporation for Capital City Bank, to provide for new Articles effective as of the effective date of the merger of Levy County State Bank, Farmers and Merchants Bank of Trenton, and Branford State Bank with and into Capital City Bank, hereby adopt the following Articles of Incorporation.

## **ARTICLE I. Name**

The name of this Corporation shall be **CAPITAL CITY BANK**. The initial street address of its main office shall be 217 North Monroe Street, Tallahassee, Leon County, Florida.

## **ARTICLE II. Nature of Business**

The general nature of the business to be transacted shall be that of a general banking business, including the exercise of trust powers, as provided by the laws of the State of Florida.

## **ARTICLE III. Stock**

The amount of the capital stock of the Corporation shall be Five Thousand Shares (5,000) with a par value of One Hundred Dollars (\$100.00) per share.

If the capital stock is increased by the sale of additional shares thereof, each shareholder shall be entitled to subscribe for such additional shares in proportion to the number of shares of said capital stock owned by him at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders' meeting is specified in a resolution

adopted by the shareholders at the time the increase is authorized. The Board of Directors shall have the power to prescribe a reasonable period of time within which the preemptive rights to subscribe to the new shares of capital stock must be exercised.

**ARTICLE IV.  
Powers**

This Corporation shall have banking and trust powers and all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to laws of Florida.

**ARTICLE VI.  
Number of Directors**

The Board of Directors of this Corporation shall consist of not fewer than five (5) individuals, the exact number of Directors to be fixed and determined from time to time by resolution of the shareholders at any annual meeting thereof; provided, however, that if authorized by a majority of the shareholders by appropriate action at the next annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of Directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional Directors shall be authorized pursuant to this provision.

**ARTICLE VII.  
Annual Meeting**

The annual meeting of the shareholders for the election of Directors and the transaction of whatever other business may be brought before said meeting shall be held at the main office or

such other place as the Board of Directors may designate, on such day of each year as is specified in the Bylaws; provided, however, that when the day fixed in the Bylaws for the regular annual meeting of the shareholders falls on a legal holiday, the annual meeting of the shareholders shall be held on the next banking day.

Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the bank entitled to vote for election of Directors. Nominations, other than those made by or on behalf of the existing management of the bank, shall be made in writing and shall be delivered or mailed to the President of the bank not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of Directors, provided, however, that if less than 21 days notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the President of the bank not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of capital stock of the bank that will be voted for each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of capital stock of the bank owned by the notifying shareholder. Nominations not made in accordance herewith may, in his discretion, be disregarded by the Chairman of the meeting, and upon his instructions, the vote tellers may disregard all votes cast for each such nominee.

#### **ARTICLE VIII.**

##### **Initial Board of Directors**

The initial Board of Directors shall consist of twenty-eight (28) persons. The initial members of the Board of Directors of this Corporation shall hold office until the first annual

meeting of the shareholders, and thereafter until their successor or successors are elected. The names and addresses of the initial members of the Board are as follows:

	<u>Names</u>	<u>Addresses</u>
1.	Ausley, DuBose	Post Office Box 391 Tallahassee, FL 32302
2.	Barron, Thomas A.	Post Office Box 900 Tallahassee, FL 32302
3.	Butler, C. Bob	Post Office Box 3789 Tallahassee, FL 32315
4.	Conrad, J. Marshall	Post Office Box 391 Tallahassee, FL 32302
5.	Hayes, Brian T	Post Office Box 483 Monticello, FL 32345
6.	Higdon, E. Cante	Post Office Box 996 Quincy, FL 32353
7.	Knowles, Harold M.	528 East Park Avenue Tallahassee, FL 32301
8.	Landrum, R. Gary	3375-B Capital Circle N.E. Tallahassee, FL 32308
9.	Lines, Blutch	Post Office Box 550 Quincy, FL 32351
10.	Mahaffey, William W.	Post Office Box 820 Quincy, FL 32353-0820
11.	May, Jr., Fount H.	Route 2, Box 189-C Quincy, FL 32351
12.	McMillan, S. Craig	Post Office Box 1919 Quincy, FL 32353
13.	Midyette, Jr., Payne H.	Post Office Box 749 Tallahassee, FL 32302

- |     |                        |  |
|-----|------------------------|--|
| 14. | Miller, G. Ulmer       | 440 Morris Road<br>Monticello, FL 32344              |
| 15. | Miller, George W.      | 240 West Washington<br>Monticello, FL 32344          |
| 16. | Miller, M. William     | 305 9th Street East<br>Havana, FL 32333              |
| 17. | Moor, William L.       | 408 Plantation Road<br>Tallahassee, FL 32303         |
| 18. | Mowell, John B.        | Post Office Box 4168<br>Tallahassee, FL 32315        |
| 19. | Noblin, Millard J.     | Post Office Box 14019<br>Tallahassee, FL 32317       |
| 20. | Rich, Jack             | 825-A Lake Ridge Drive<br>Tallahassee, Florida 32312 |
| 21. | Scarboro, Rodney L.    | 3241 West Lakeshore Drive<br>Tallahassee, FL 32312   |
| 22. | Smith, Fincher W.      | 2609 Lotus Drive<br>Tallahassee, FL 32312            |
| 23. | Smith, Godfrey         | Post Office Box 900<br>Tallahassee, FL 32302         |
| 24. | Smith, Jr., J. Vereen  | Post Office Box 900<br>Tallahassee, FL 32302         |
| 25. | Smith, Jr., William G. | Post Office Box 900<br>Tallahassee, FL 32302         |
| 26. | Toole, Jr., Giles C.   | Post Office Box 526<br>Tallahassee, FL 32302         |
| 27. | Williams, Jr., Fred M. | Route 3, Box 96-C<br>Monticello, FL 32344            |
| 28. | Williams, Paul Graves  | Post Office Box 1018<br>Quincy, FL 32353             |

**ARTICLE IX.**  
**Officers**

The Corporation shall have a Chairman, President, and Secretary/Treasurer, and may have additional officers and assistant officers including, without limitation thereto, one or more Vice Presidents. A person may hold more than one office. The names and addresses of the initial officers are as follows:

William G. Smith, Jr., Chairman  
Post Office Box 900  
Tallahassee, FL 32302

Thomas A. Barron, President  
Post Office Box 900  
Tallahassee, FL 32302

Godfrey Smith, Vice Chairman  
Post Office Box 900  
Tallahassee, FL 32302

Randolph H. Briley, Executive Vice President  
Post Office Box 900  
Tallahassee, FL 32302

Mitchell R. Englert, Executive Vice President  
Post Office Box 900  
Tallahassee, FL 32302

G. Matthew Brown, Executive Vice President  
Post Office Box 900  
Tallahassee, FL 32302

J. Kimbrough Davis, Secretary/Treasurer  
Post Office Box 900  
Tallahassee, FL 32302

William N. Mitchell, President, Capital City Services Co.  
Post Office Box 900  
Tallahassee, FL 32302

The Board of Directors shall have the power to appoint such other officers and employees



as may be required to transact the business of this Corporation; to define the duties of the officers and employees of the Corporation; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to manage and administer the business and affairs of the Corporation; to make all Bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

**ARTICLE X.  
Main Office**

The Board of Directors shall have the power to change the location of the main office to any other location, without the approval of shareholders but subject to the approval of the Division of Banking, State of Florida; and shall have the power to establish or change the location of any branch or branches of the Corporation to any other location, without the approval of the shareholders but subject to the approval of the Division of Banking, State of Florida.

**ARTICLE XI.  
Indemnification of Directors  
and Officers**

Any person, his heirs, executors, or administrators, may be indemnified or reimbursed by the Corporation for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the Corporation or of any firm, corporation, or organization which he served in any such capacity at the request of the Corporation, to the fullest extent permitted by Florida law.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may,

but need not, be for the benefit of all directors, officers, or employees.

**ARTICLE XII.**  
**Amendment**

These Articles of Incorporation may be amended at any regular meeting or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

**FIRST NATIONAL BANK OF WEST POINT**  
**CONSENT ACTION BY SOLE SHAREHOLDER**

The undersigned, being the sole shareholder of First National Bank of West Point (the "Bank"), hereby adopts and approves the resolutions hereinafter set forth, all as if the same had been done at a meeting of the sole shareholder of the Bank duly and validly called and held.


RESOLVED, that the sole shareholder of the Bank does hereby authorize, approve and ratify the Plan of Merger and Merger Agreement (the "Plan"), a copy of which is filed with this Consent, pursuant to which the Bank will merge with and into Capital City Bank; the Plan is approved by the vote of 100% of the outstanding shares of the Bank, with no shares dissenting; and

RESOLVED, FURTHER, that the officers of the Bank are authorized and directed to take any and all actions and deliver any and all documents and instruments which may be necessary or desirable to effect said conversion in accordance with and pursuant to the terms and provisions of the Plan.

As of this 2<sup>nd</sup> day of March, 2001.

FIRST BANKSHARES OF WEST POINT, INC.

By: \_\_\_\_\_

  
Scott A. Huguley  
Chairman of the Board

**CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SOLE SHAREHOLDER OF  
CAPITAL CITY BANK**

The undersigned, being the sole shareholder of Capital City Bank, a Florida chartered commercial bank (the "Bank"), hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to Section 607.0704 of the Florida Statutes and the Bylaws of the Bank:

**WHEREAS**, the Bank has entered into that certain Plan of Merger and Merger Agreement (the "Plan of Merger") dated December 31, 2000, with First National Bank of West Point ("FNBWP"); and

**WHEREAS**, it is desirable and in the best interest of the Bank that FNBWP be merged with and into the Bank pursuant to the terms of the Plan of Merger.

**NOW, THEREFORE, BE IT RESOLVED**, that the Bank shall be merged with FNBWP upon the terms and conditions provided in the Plan of Merger; and it is

**FURTHER RESOLVED**, that the undersigned hereby ratifies the Plan of Merger and approves and authorizes the same; and it is

**FURTHER RESOLVED**, that any officer of the Bank be and is hereby authorized and directed, in the name and on behalf of the Bank to take or cause to be taken any and all actions to execute and deliver the aforementioned Plan of Merger and any other documents (all of which are to be in the form and substance as the officer executing the same may, upon advise of counsel, deem necessary or desirable, the execution thereof by such officer to be conclusive evidence of the approval of such form and substance by such officer) and to take or cause to be taken any and all action to consummate the aforementioned transaction and to do all things which, in their discretion, they deem necessary or desirable to effectuate these resolutions and to carry out the purposes thereof.

**IN WITNESS WHEREOF**, the undersigned has caused its duly authorized officer to execute this Action by Written Consent as of this 22nd day of February, 2001, for the purposes herein contained. There were no dissenting shareholders to the actions taken in this Action by Written Consent.

CAPITAL CITY BANK GROUP, INC.

By: William G. Smith, Jr.  
William G. Smith, Jr.,  
President and Chief  
Executive Officer