G75579

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: October 31, 2001

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

000004662020--9
-11/01/01--01017--001
****102.25 *****96.25

FROM: **Bruce Ricca, Licensing and Chartering**

SUBJ: **Merger of First National Bank of Grady County 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., NOVEMBER 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:
Mr. Robert H. Smith
Capital City Bank
217 North Monroe Street
Tallahassee, Florida 32301

(3) One copy to:
Mr. David W. Smith
Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Post Office Box 1731
Atlanta, Georgia 30303-1731

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 NOV -2 AM 9:00

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.

Merger
LFJ
11-2-2001

BR: mergeart

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST NATIONAL BANK OF GRADY COUNTY, a national bank (not qualified to transact business in Florida)

INTO

CAPITAL CITY BANK, a Florida entity, G75579

File date: November 2, 2001

Corporate Specialist: Louise Flemming-Jackson

OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE
32399-0350

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 NOV -2 AM 9:00

Having given my approval on October 25TH, 2001, to merge First National Bank of Grady County, Cairo, Grady 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., November 2ND, 2001, they shall read as stated herein.

Signed on this 24TH day of October, 2001.

Robert F. Milligan

Comptroller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2001 NOV -2 AM 9:00

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 Grady County, 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 Grady County
420 North Broad Street
Cairo, Georgia 31728

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 Schedule 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 $25,958 million and the amount of retained earnings will be $139,514 million.

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 $5.00 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 Capital City Bank Group, Inc., the sole shareholder of both First National and Capital City Bank.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of August 23, 2001.

CAPITAL CITY BANK

By: [signature]
Name: J. Kimbrough Davis
Title: Executive Vice President

FIRST NATIONAL BANK OF GRADY COUNTY

By: [signature]
Name: John B. Wight, Jr.
Title: Chairman Of The Board

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:

	Names	Addresses
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. Cantey	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, Blutcher B.	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 Monticello, FL 32344
15.	Miller, George W.	240 West Washington Monticello, FL 32344
16.	Miller, M. William	305 9th Street East Havana, FL 32333
17.	Moor, William L.	408 Plantation Road Tallahassee, FL 32303
18.	Mowell, John B.	Post Office Box 4168 Tallahassee, FL 32315
19.	Noblin, Millard J.	Post Office Box 14019 Tallahassee, FL 32317
20.	Rich, Jack	825-A Lake Ridge Drive Tallahassee, Florida 32312
21.	Scarboro, Rodney L.	3241 West Lakeshore Drive Tallahassee, FL 32312
22.	Smith, Fincher W.	2609 Lotus Drive Tallahassee, FL 32312
23.	Smith, Godfrey	Post Office Box 900 Tallahassee, FL 32302
24.	Smith, Jr., J. Vereen	Post Office Box 900 Tallahassee, FL 32302
25.	Smith, Jr., William G.	Post Office Box 900 Tallahassee, FL 32302

26. Toole, Jr., Giles C. Post Office Box 526
Tallahassee, FL 32302

27. Williams, Jr., Fred M. Route 3, Box 96-C
Monticello, FL 32344

28. Williams, Paul Graves Post Office Box 1018
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 mount of stock is required by law, and in that case by the vote of the holders of such greater amount.

EXHIBIT B

ACTION BY WRITTEN 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 takes the following actions by written consent in lieu of holding a special meeting of the shareholders of the Bank in accordance with Sections 658.30 and 607.0704, Florida Statutes:

> **RESOLVED**, that the Plan of Merger and Merger Agreement, substantially in the form attached hereto as Exhibit A, among the Bank and First National Bank of Grady County, a national bank ("First National") pursuant to which First National will merge with and into the Bank, is hereby approved, adopted and confirmed.

The undersigned further directs that this Action by Written Consent shall take effect as of the date of approval by the sold shareholder and shall be filed in the minute book of the Bank. Since the undersigned is the sole shareholder of the Bank, there were no dissenting shareholders to the actions taken in this Action by Written Consent.

IN WITNESS WHEREOF, the undersigned hereby executes this Action by Written Consent as of August 23, 2001.

CAPITAL CITY BANK GROUP, INC.

By: [signature]
Name: J. Kimbrough Davis
Title: Executive Vice President

WPB/Word/567206.1

ACTION BY WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE SOLE SHAREHOLDER OF FIRST NATIONAL BANK OF GRADY COUNTY

The undersigned, being the sole shareholder of First National Bank of Grady County, a national bank (the "Bank"), hereby takes the following actions by written consent in lieu of holding a special meeting of the shareholders of the Bank in accordance with Sections 658.30 and 607.0704, Florida Statutes:

> **RESOLVED**, that the Plan of Merger and Merger Agreement, substantially in the form attached hereto as Exhibit A, among the Bank and Capital City Bank, a Florida chartered commercial bank ("CCB") pursuant to which CCB will merge with and into CCB, is hereby approved, adopted and confirmed.

The undersigned further directs that this Action by Written Consent shall take effect as of the date of approval by the sold shareholder and shall be filed in the minute book of the Bank. Since the undersigned is the sole shareholder of the Bank, there were no dissenting shareholders to the actions taken in this Action by Written Consent.

IN WITNESS WHEREOF, the undersigned hereby executes this Action by Written Consent as of August 23, 2001.

CAPITAL CITY BANK GROUP, INC.

By: ______________________________
Name: J. Kimbrough Davis
Title: Executive Vice President

WPB/Word/567271.1

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 Office
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

GEORGIA

Bibb County

Macon Mall Office
3535 Mercer University
Macon, GA 31204

Northside Drive Office
3710 Northside Drive
Macon, GA 31210

Macon Medical Office
770 Pine Street
Macon, GA 31201

Macon Main Office
455 Walnut Street
Macon, GA 31201

Burke County

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Waynesboro Drive In
243 East 6th Street
Waynesboro, GA 30830

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 2

First National Bank of Grady County Branch Office Locations

Address	Date Opened	Branch Name
420 North Broad Street, Cairo, Georgia 31728	11/1990	Cairo Main Office
397 38th Boulevard, Northeast, Cairo, Georgia 31728	3/16/1973	Cairo 38th Boulevard Office
Highway 84 East, Whigham, Georgia 31797	10/1985	Whigham Office

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

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 Office
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

GEORGIA

Grady County

Cairo Main Office
420 North Broad Street
Cairo, GA 31728

Cairo 38th Boulevard Office
397 38th Boulevard, Northeast
Cairo, GA 31728

Whigham Office
Highway 84 East
Whigham, GA 31797

Bibb County

Macon Mall Office
3535 Mercer University
Macon, GA 31204

Northside Drive Office
3710 Northside Drive
Macon, GA 31210

Macon Medical Office
770 Pine Street
Macon, GA 31201

Macon Main Office
455 Walnut Street
Macon, GA 31201

Burke County

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Waynesboro Drive In
243 East 6th Street
Waynesboro, GA 30830

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

Executive Officers	Address	Title
William G. Smith, Jr.	P.O. Box 11248 Tallahassee, FL 32302	Chairman of the Board
Thomas A. Barron	P.O. Box 900 Tallahassee, FL 32302	President
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
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
Noel A. Ellis	6264 Blackfox Way Tallahassee, FL 32308	Executive Vice President
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Karen H. Love	4361 Kimberly Circle Tallahassee, FL 32308	Executive Vice President
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Donald L. Ruggiero	P.O. Box 900 Tallahassee, FL 32302	Senior Vice President