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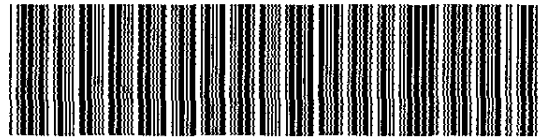
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EFFECTIVE DATE

3-19-04

Merger
LTS
3-10-04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 MAR -9 AM 9:53

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: March 9, 2004

TO: Louise Jackson, Department of State
Division of Corporations

FROM: Bruce Ricca, Office of Financial Regulation

SUBJECT: Merger of Quincy State Bank 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 11:59 p. m., MARCH 19, 2004, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, Florida 32399-0371
- (2) Two copies to: Mr. Robert H. Smith
Capital City Bank
217 North Monroe Street
Tallahassee, Florida 32301
- (3) One copy to: Mr. David W. Smith
(Uncertified) Federal Reserve Bank of Atlanta
1000 Peachtree Street, N. E.
Atlanta, Georgia 30309-4470

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

OFFICE OF FINANCIAL REGULATION



Having been approved by the Director of the Office of Financial Regulation on March 1, 2004, to merge Quincy State Bank, Quincy, Gadsden County, Florida, and Capital City Bank, Tallahassee, Leon County, Florida, and being satisfied that the conditions of 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 at 11:59 p. m. on March 19, 2004, they shall read as stated herein.

Signed on this 9TH day of
March 2004.


Deputy Director

EFFECTIVE DATE
3-19-04

original
FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

**PLAN OF MERGER
AND MERGER AGREEMENT**

2004 MAR -9 AM 9:53

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") Quincy State Bank, a Florida chartered commercial bank (the "Bank") with and into Capital City Bank, a Florida chartered commercial bank ("CCB"):

- (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. Quincy State Bank
4 East Washington Street
Quincy, Florida 32351

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 of each of its branch offices will be Capital City Bank. The specific location of each of its existing and proposed branch offices is set forth on Schedule 3 attached hereto.

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 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 5 attached hereto.
4. The resulting bank will have a single class of common stock, par value \$100 per share ("Resulting Bank Common Stock"), consisting of 5,000 authorized shares, of which 1,000 will be outstanding. The amount of the surplus fund will be \$ 30,959,000 and the amount of retained earnings will be \$ 165,500,000.

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 the constituent banks are as follows:
1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of the Bank, par value \$20 per share, shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each of the 1,000 issued and outstanding shares of the common stock of CCB, par value \$100 per share, shall continue to be outstanding and held by Capital City Bank Group, Inc., a Florida corporation, and shall constitute all of the issued and outstanding Resulting Bank Common Stock.
 2. The "Effective Time" shall mean 11:59 pm on the date requested by CCB, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Department of Financial Services (the "Department").
- (d) This Agreement is subject to approval by the Department and by the shareholders of the Bank and CCB.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of March 8,
2004.

CAPITAL CITY BANK

By: _____
Name: _____
Title: _____

QUINCY STATE BANK

By: Bruce Pawan
Name: Bruce Pawan
Title: President

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 the constituent banks are as follows:
1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of the Bank, par value \$20 per share, shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each of the 1,000 issued and outstanding shares of the common stock of CCB, par value \$100 per share, shall continue to be outstanding and held by Capital City Bank Group, Inc., a Florida corporation, and shall constitute all of the issued and outstanding Resulting Bank Common Stock.
 2. The "Effective Time" shall mean 11:59 pm on the date requested by CCB, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Department of Financial Services (the "Department").
- (d) This Agreement is subject to approval by the Department and by the shareholders of the Bank and CCB.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of March 8,
2004.

CAPITAL CITY BANK

By: 
Name: Robert H. Smith
Title: Vice President

QUINCY STATE BANK

By: _____
Name: _____
Title: _____

SCHEDULE 1

Capital City Bank Branch Office Locations

FLORIDA

Alachua County

Gainesville Mortgage Office
2135 N.W. 40th Terrace
Suite C
Gainesville, FL 32605

Bradford County

Bradford Square Remote
841 Walnut Street
Starke, FL 32091

Starke Office
350 N. Temple Avenue
Starke, FL 32091

Citrus County

Citrus Springs Office
10241 N. Florida Avenue
Citrus Springs, FL 34434

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

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

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

Clay County

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

Dixie County

Cross City Office
Corner of Barber and Chewning
Avenue
Cross City, FL 32628

Gadsden County

Chattahoochee Office
316 W. Washington Street
Chattahoochee, FL 32324

Gadsden County

Havana Office
102 South Main Street
Havana, FL 32333-0678

Quincy Office
320 West Jefferson Street
Quincy, FL 32351

Gilchrist County

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

Fanning Springs Office
7240 U.S. Highway 19 / 98
Fanning Springs, FL 32693

Trenton Office
109 West Wade Street
Trenton, 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

Suncoast Spring Hill Office
14302 Spring Hill Drive
Spring Hill, FL 34609

Jefferson County

Monticello Office
800 South Jefferson Street
Monticello, FL 32344

Leon County

Apalachee Parkway Office
1801 Apalachee Parkway
Tallahassee, FL 32301

Apalachee Parkway East Office
3513 Apalachee Parkway
Tallahassee, FL 32311

Leon County

Bank Direct Office
2111 North Monroe Street
Tallahassee, FL 32303

Bradfordville Road Office
6691 Thomasville Road
Tallahassee, FL 32312

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

Capital City Bank Group, Inc.
217 North Monroe Street
Tallahassee, FL 32302

Capital City Services Co.
1860 Capital Circle, N.E.
Tallahassee, Florida 32308

Capital City Trust Co.
217 N. Monroe Street
Tallahassee, FL 32301

Centerville Road Office
2375 Centerville Road
Tallahassee, FL 32308

Governor's Square Mall Office
Governor's Square Mall
1500 Apalachee Parkway
Tallahassee, FL 32301

Lake Jackson Office
3815 North Monroe Street
Tallahassee, FL 32303

Mahan Office
3255 Mahan Drive
Tallahassee, FL 32308

Main Office
217 North Monroe Street
P.O. Box 900
Tallahassee, FL 32302

Metropolitan Boulevard Office
1301 Metropolitan Boulevard
Tallahassee, FL 32308

North Monroe Office
2111 North Monroe Street
Tallahassee, FL 32303

South Monroe Office
3404 South Monroe Street
Tallahassee, FL 32304

Leon County

Tharpe Street Office
1108 West Tharpe Street
Tallahassee, FL 32304

Thomasville Road Office
3528 Thomasville Road
Tallahassee, FL 32308

West Tennessee Street Office
1828 W. Tennessee Street
Tallahassee, FL 32304

Westwood Office
2020 W. Pensacola Street
Tallahassee, FL 32304

Levy County

Bronson Office
140 East Hathaway
Bronson, FL 32621

Cedar Key Office
P.O. Box 717
390 2nd Street
Cedar Key, FL 32625

Chiefland Office
2012 N. Young Boulevard
Chiefland, FL 32626

Inglis Office
95 Highway 40 West
Inglis, FL 34449

Williston Office
144 East Noble Avenue
Williston, FL 32693

Madison County

Madison Office
603 West Base Street
Madison, FL 32340

Marion County

Ocala Mortgage Office
2100 S.E. 17th Street
Suite 702
Ocala, FL 34471

Pasco County

Port Richey Office
9222 Regency Park Blvd.
Port Richey, FL 34668

Polk County

Lakeland Mortgage Office
124 South Florida Avenue
Suite 304
Lakeland, FL 33801

Putnam County

Palatka-Main Office
200 Reid Street
Palatka, FL 32177

Palatka Mall 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

Wakulla County

Crawfordville Mortgage Office
3004 Crawfordville Highway
Suite B
Crawfordville, FL 32327

Washington County

Chipley Office
1242 Jackson Avenue
Chipley, FL 32428

GEORGIA**Bibb County**

Macon Main Office
455 Walnut Street
Macon, GA 31201

Bibb County

Macon Mall Office
3535 Mercer University Dr.
Macon, GA 31204

Macon Northside Office
3710 Northside Drive
Macon, GA 31210

Burke County

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

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Grady County

Cairo Office
420 North Broad Street
Cairo, GA 39828-2111

Whigham Office
126 E. Broad Avenue
Whigham, GA 31797

Troup County

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

ALABAMA**Chambers County**

Fob James Office
375 Fob James Drive
Valley, AL 36854

Shawmut Office
3503 20th Avenue
Valley, AL 36854

SCHEDULE 2

Quincy State Bank Branch Office Locations

FLORIDA

Gadsden County

Havana Office
201 South Main Street
Havana, Florida 32351

Quincy Office
4 East Washington Street
Quincy, Florida 32313

SCHEDULE 3

Resulting Bank Branch Locations

FLORIDA

Alachua County

Gainesville Mortgage Office
2135 N.W. 40th Terrace
Suite C
Gainesville, FL 32605

Bradford County

Bradford Square Remote
841 Walnut Street
Starke, FL 32091

Starke Office
350 N. Temple Avenue
Starke, FL 32091

Citrus County

Citrus Springs Office
10241 N. Florida Avenue
Citrus Springs, FL 34434

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101 SE U.S. Highway 19
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Inverness, FL 34450

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Keystone Heights, FL 32656

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Cross City Office
Corner of Barber and Chewning
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316 W. Washington Street
Chattahoochee, FL 32324

Gadsden County

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102 South Main Street
Havana, FL 32333-0678

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Quincy, Florida 32313

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Bell, FL 32619

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Fanning Springs, FL 32693

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Port St. Joe, FL 32456

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Spring Hill, FL 34609

Suncoast Spring Hill Office
14302 Spring Hill Drive
Spring Hill, FL 34609

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Monticello Office
800 South Jefferson Street
Monticello, FL 32344

Leon County

Apalachee Parkway Office
1801 Apalachee Parkway
Tallahassee, FL 32301

Apalachee Parkway East Office
3513 Apalachee Parkway
Tallahassee, FL 32311

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Tallahassee, Florida 32308

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Tallahassee, FL 32308

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Tallahassee, FL 32303

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Chiefland, FL 32626

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Williston, FL 32693

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Madison, FL 32340

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Ocala, FL 34471

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9222 Regency Park Blvd.
Port Richey, FL 34668

Polk County

Lakeland Mortgage Office
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Suite 304
Lakeland, FL 33801

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Palatka, FL 32177

Palatka Mall Office
400 Highway 19, North
Palatka, FL 32177

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Branford Office
814 Suwannee Avenue
Branford, FL 32008

Taylor County

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Perry, FL 32347

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Crawfordville, FL 32327

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Chipley, FL 32428

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Macon, GA 31201

Bibb County

Macon Mall Office
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Macon, GA 31204

Macon Northside Office
3710 Northside Drive
Macon, GA 31210

Burke County

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

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Grady County

Cairo Office
420 North Broad Street
Cairo, GA 39828-2111

Whigham Office
126 E. Broad Avenue
Whigham, GA 31797

Troup County

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

ALABAMA**Chambers County**

Fob James Office
375 Fob James Drive
Valley, AL 36854

Shawmut Office
3503 20th Avenue
Valley, AL 36854

SCHEDULE 4

List of Directors

Directors	Address	Title
Daniel M. Ausley	1400 Oven Park Drive Tallahassee, FL 32308	Director
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 32302	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
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.	1000 Beth Page Road 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
Thomas A. Barron	P.O. Box 900 Tallahassee, FL 32302	President
J. Kimbrough Davis	1001 Washington Street Tallahassee, FL 32301	Executive Vice President
Randolph K. Briley	4039 Devlin Court Tallahassee, FL 32308	Executive Vice President
Edward G. Canup	2400 Debden Drive Tallahassee, FL 32309	Executive Vice President
William D. Colledge	4546 Highgrove Road Tallahassee, FL 32309	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
Dale A. Thompson	4867 Chaires Cross Road Tallahassee, FL 32317	Executive Vice President
Randolph M. Pople	2117 Trescott Drive Tallahassee, FL 32308	President of Capital City Trust Company
Flecia L. Braswell	823 Laurel Drive Tallahassee, FL 32303	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. 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 amount of stock is required by law, and in that case by the vote of the holders of such greater amount.



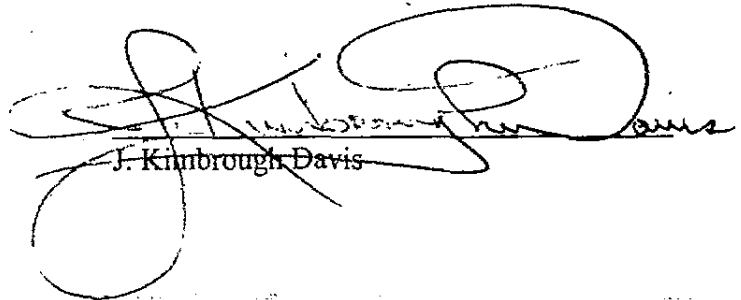
Shareholder
approval

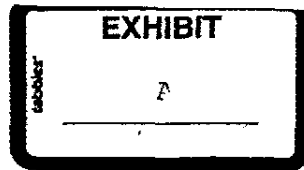
CERTIFICATE OF OFFICER

I, J. Kimbrough Davis, do hereby certify that I am Executive Vice President and Chief Financial Officer of Capital City Bank, a Florida chartered commercial bank (the "Bank"), and do hereby further certify that:

Attached as Exhibit A are true and correct copies of the resolutions duly adopted by joint action by written consent of the sole shareholder and the Board of Directors of the Bank, in accordance with the Bylaws of the Bank, and such resolutions are still in full force and effect in the form adopted.

I have hereunto set my hand and affixed the seal of the Bank, this 5th day of January, 2004.


J. Kimbrough Davis



**JOINT ACTION BY WRITTEN CONSENT OF
THE SOLE SHAREHOLDER AND THE DIRECTORS
OF CAPITAL CITY BANK**

The undersigned, being the sole shareholder and all of the directors of Capital City Bank ("CCB"), hereby consent and subscribe to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, all pursuant to the terms of the Bylaws of CCB and the laws applicable to Florida chartered banks:

WHEREAS, the Board of Directors of CCB has reviewed and discussed the terms and conditions of the preliminary Agreement and Plan of Merger (the "Agreement"), attached hereto as Exhibit A, which provides for the acquisition of Quincy State Bank, a Florida chartered bank ("Quincy"), which is a subsidiary of Synovus Financial Corp., a Georgia corporation ("Synovus"), by means of a merger (the "Merger") of Quincy with and into CCB, in accordance with the terms and conditions of the Agreement, and a Plan of Merger and Merger Agreement (the "Plan of Merger") to be entered into as soon as practicable after the execution and delivery of the Agreement; and

WHEREAS, the Board of Directors, in its review, understands that certain provisions in the Agreement are still under negotiation between the parties; and

WHEREAS, after giving due consideration to certain information including, without limitation, the preliminary terms and conditions of the Agreement, and certain business, financial, legal, and market factors, the Board of Directors has determined that approval of the transactions as contemplated by the Agreement and the Plan of Merger is in the best interests of CCB; and

WHEREAS, it is desirable that the proper officers of CCB be authorized and empowered to take action on behalf of CCB to facilitate the orderly consummation of the Merger and the other transactions contemplated by the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder and the Board of Directors hereby approve, in principle and substantially upon the terms set forth in Appendix A, the Agreement, the Plan of Merger and the Merger, and the sole shareholder and the Board of Directors hereby authorize the execution, delivery, and performance of the Agreement and the Plan of Merger, the consummation of the Merger and the other transactions provided for in the Agreement; and

BE IT FURTHER RESOLVED, that any proper officer of CCB, be, and hereby is, authorized and empowered, in the name and on behalf of CCB, to execute and deliver the Agreement and the Plan of Merger (in the form as the officer or officers executing the same, with the advice of counsel for CCB, shall approve, the execution thereof by such officer or officers to constitute conclusive evidence of such approval); and

BE IT FURTHER RESOLVED, that the proper officers of CCB be, and each of them acting alone hereby is, authorized, empowered, and directed, in the name of and on behalf of CCB, to execute and deliver any and all applications, notices, certificates, requests for approval or consents and any and all other undertakings which may be required or deemed advisable for approval of the Merger and the transactions contemplated thereby by all regulatory authorities including but not limited to the Federal Reserve Board, the Florida Department of Financial Services, and the Florida Secretary of State ("Regulatory Authorities"); and

BE IT FURTHER RESOLVED, that each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and the same hereby is, adopted and approved as if fully rewritten herein, provided that a copy of such resolution is attached hereto; and

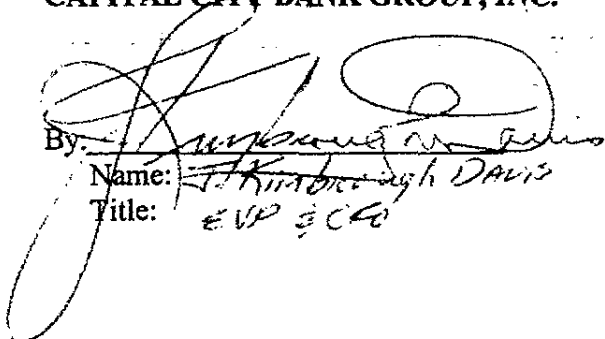
BE IT FURTHER RESOLVED, that the proper officers of CCB be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of CCB, to make all such arrangements, to provide access to all books and records of CCB, and to do and perform all such acts and things, as they may deem necessary, advisable, or appropriate in order to fully cooperate with the Regulatory Authorities in the course of the Regulatory Authorities' review and examination of CCB and Quincy, and to effectuate or to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that the proper officers of CCB be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of CCB, to make all such arrangements, to do and perform all such acts and things, and to make, execute and deliver all such agreements, certificates, and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the Agreement.

The undersigned have hereby executed this Written Consent as of January 5, 2004.

SOLE SHAREHOLDER:

CAPITAL CITY BANK GROUP, INC.

By: 

Name: J. Kimbrough Davis

Title: EVP & CO

Daniel M. Ausley, Director

Gregory V. Beauchamp, Director

Donald T. Bennink, Director

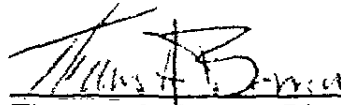
E. Cantey Higdon, Director

Blucher B. Lines, Director

John B. Mowell, Director

Ben H. Wilkinson, Jr., Director

P. Graves Williams, Director



Thomas A. Barron, Director

Robert J. Beauchamp, Director

Kenneth R. Hart, Director

Harold M. Knowles, Director

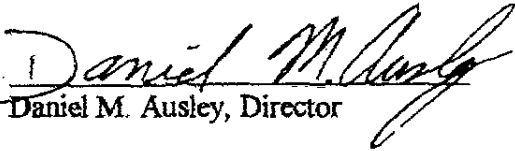
S. Craig McMillan, Director



William G. Smith, Jr., Director

Fred M. Williams, Jr., Director

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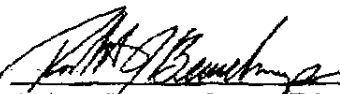
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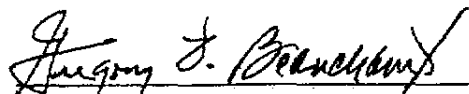
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Att. Emily Groom
Fed 850 878 9150

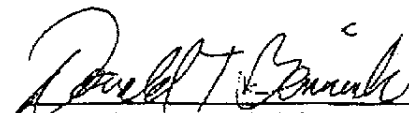
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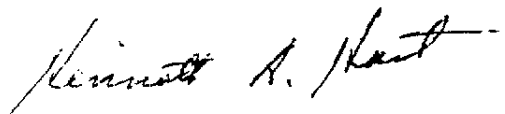
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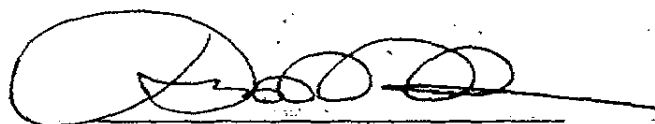
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such resolution is attached hereto; and

BE IT FURTHER RESOLVED, that the proper officers of CCB be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of CCB, to make all such arrangements, to provide access to all books and records of CCB, and to do and perform all such acts and things, as they may deem necessary, advisable, or appropriate in order to fully cooperate with the Regulatory Authorities in the course of the Regulatory Authorities' review and examination of CCB and Quincy, and to effectuate or to carry out the purpose and intent of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that the proper officers of CCB be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of CCB, to make all such arrangements, to do and perform all such acts and things, and to make, execute and deliver all such agreements, certificates, and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the Agreement.

The undersigned have hereby executed this Written Consent as of January 5, 2004.

SOLE SHAREHOLDER:

Capital City Bank Group, Inc.

By:

Name:

Title:

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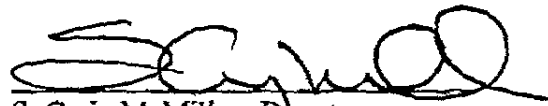
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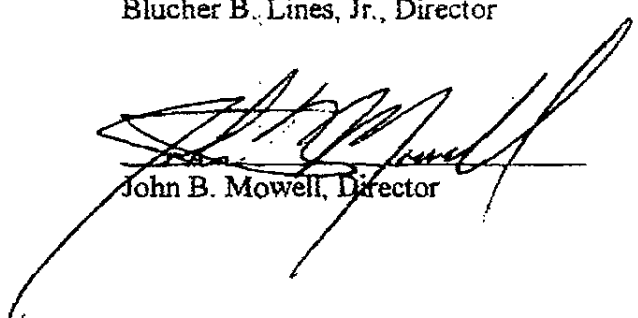
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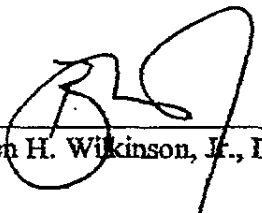
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John B. Mowell, Director

William G. Smith, Director


Ben H. Wilkinson, Jr., Director

Fred M. Williams, Director

P. Graves Williams, Director

FROM : WILLIAMS TIMBER, INC.

FAX NO. : 850 997-6029
CCB MAIN ADMIN

01-12-2004 10:30 FAX 950 871 30

Jan. 12 2004 03:46PM P2

BOARD OF DIRECTORS:

Daniel M. Ausley, Director

Thomas A. Barron, Director

Gregory V. Beauchamp, Director

Robert J. Beauchamp, Director

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Kenneth R. Hart, Director

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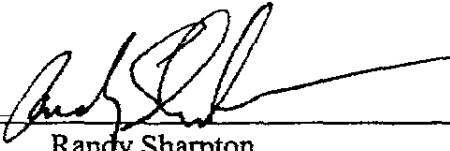


CERTIFICATE OF OFFICER

I, Randy Sharpton, do hereby certify that I am the CFO & Secretary of Quincy State Bank, a Florida chartered commercial bank (the "Bank"), and do hereby further certify that:

Attached as Exhibit A are true and correct copies of the resolutions duly adopted by written consent of the Board of Directors of the Bank, in accordance with the Bylaws of the Bank, and also adopted by Synovus Financial Corp. as the sole shareholder of the Bank, and such resolutions are still in full force and effect in the form adopted.

I have hereunto set my hand and affixed the seal for the Bank, this 9th day of January, 2004.



Randy Sharpton
CFO and Secretary

RESOLVED, that the Agreement and Plan of Merger ("Merger Agreement") dated January 7, 2004 by and between Capital City Bank, Capital City Bank Group, Inc., Synovus Financial Corp. and Quincy providing for the merger of Quincy with and into Capital City Bank with Capital City Bank as the surviving bank of the merger be, and the same hereby is, approved in each, every and all respects; the Chairman, President, any Executive or Senior Vice President, any Vice President, and the Secretary or Cashier or any Assistant Secretary of Quincy be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver the Merger Agreement, for and on behalf and in the name and under the corporate seal of Quincy, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the manner and basis of converting the stock of the parties set forth in the Merger Agreement is hereby approved;

RESOLVED FURTHER, that in the event it appears to be necessary or desirable to alter, amend or modify the Merger Agreement and/or to waive any term(s) and/or condition(s) precedent set forth therein, the proper officers of Quincy be, and they hereby are, authorized, empowered and directed to make any alterations, amendments, modifications or waivers with regard to the form, terms and conditions set forth in said Merger Agreement in accordance with the terms thereof which they may deem necessary or desirable, and each of them be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver any such alteration, amendment, modification or waiver, for and on behalf and in the name of Quincy;

RESOLVED FURTHER, that at such times and in such sequence as the proper officers of Quincy in their discretion deem advisable, they shall cause all applications to be made and all actions to be taken as may be required by applicable federal and state laws, rules and regulations to obtain approval of the Merger Agreement and the Merger by any and all parties having an interest therein and by any and all governmental, regulatory and administrative agencies having jurisdiction in said matters, including but not necessarily limited to, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation and the Florida Department of Financial Services and to fully comply with and satisfy the requirements of all applicable federal and state laws, rules and regulations in connection therewith, and any and all actions which might have previously been taken by such officers in such regard be, and the same hereby are, ratified, approved and confirmed in each, every and all respects;

RESOLVED FURTHER, that the proper officers of Quincy be, and they hereby are, authorized, empowered and directed to cause all necessary and appropriate action to be taken by Quincy, including the holding of all necessary or appropriate meetings of the Board of Directors and sole shareholder of Quincy, necessary, expedient, desirable or proper for the implementation of the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that the Board of Directors of Quincy hereby recommends to Synovus Financial Corp., its sole shareholder, that it approve the Merger Agreement and the Merger;

RESOLVED FURTHER, that in the furtherance of the foregoing, the proper officers of Quincy be, and they hereby are, authorized, empowered and directed to take any, all and such actions of any and every nature whatsoever, and to execute any, all and such documents, papers, instruments and applications of any and every nature whatsoever, for and on behalf and in the name and where appropriate under the corporate seal of Quincy, that they may deem to be necessary, expedient, desirable or proper to effectuate and carry out the Merger Agreement and the consummation of the Merger;

RESOLVED FURTHER, that in connection with the foregoing resolutions, Quincy hereby adopts and makes a part of these resolutions, as if fully recited herein, any prescribed forms of resolutions or consents as may be required or specified by any and all governmental, regulatory and administrative agencies having jurisdiction in connection with the Merger Agreement and the Merger; and

RESOLVED FURTHER, that the Secretary or Cashier or any Assistant Secretary of Quincy be, and they hereby are, authorized and empowered, for and on behalf and in the name and of Quincy, to furnish certified copies of any part of or all of these resolutions to any person, firm, corporation or government agency interested or concerned in any manner with the subject matter thereof.