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05 MAY 20 PM 4:30
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2005 MAY 20 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
LTS
5-23-05

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: May 20, 2005

TO: Louise Jackson, Department of State
Division of Corporations

FROM: Bruce Ricca, Office of Financial Regulation

SUBJECT: Merger of First National Bank of Alachua 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., MAY 20, 2005, as the effective date for the merger.

Please make the following distribution of certified copies for each merger:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Fletcher Building, Sixth Floor
Tallahassee, Florida 32399-0371
- (2) One copy to: Mr. J. Kimbrough Davis (phone 671-0610)
(3 certified) Executive Vice President
Capital City Bank Group
217 North Monroe Street
Tallahassee, Florida 32301
- (3) One copy to: Mr. Huston McKinney
(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 Commissioner of the Office of Financial Regulation on May 16, 2005, to merge First National Bank of Alachua, Alachua, Alachua 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 Bank (the resulting bank), so that effective on May 20, 2005, they shall read as stated herein.

Signed on this 17TH day of
May 2005.



Director, Division of Financial Institutions

Effective 11:59 p.m., May 20, 2005

FILED

**PLAN OF MERGER
AND MERGER AGREEMENT**

2005 MAY 20 PM 4:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Alachua, a national 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. First National Bank of Alachua
15000 N.W. 140th Street
Alachua, Florida 32615

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 approximately \$160.4 million and the amount of retained earnings will be approximately \$185.5 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 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 \$5 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 May 20, 2005.

CAPITAL CITY BANK

By: [Signature]
Name: J. Kimbrough Davis
Title: SVP & CFO

FIRST NATIONAL BANK OF ALACHUA

By: _____
Name: _____
Title: _____

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 approximately \$160.4 million and the amount of retained earnings will be approximately \$179.8 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 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 \$5 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 May 20, 2005.

CAPITAL CITY BANK

By: _____
Name: _____
Title: _____

FIRST NATIONAL BANK OF ALACHUA

By: *Jerry M. Smith*
Name: Jerry M. Smith
Title: Chairman & President

SCHEDULE 1

Capital City Bank Branch Office Locations

FLORIDA

Alachua County

Gainesville Mortgage Office
3760 NW 83rd Avenue
Suite 2
Gainesville, FL 32606

Bradford County

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
294 NE 210th Avenue
Cross City, FL 32628

Gadsden County

Chattahoochee Office
316 W. Washington Street
Chattahoochee, FL 32324

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

Quincy Office
4 East Washington Street
Quincy, Florida 32351

Gilchrist County

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

Fanning Springs Office
7240 U.S. Highway 19
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

Mariner 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

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, NE
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 32301

Tharpe Street Office
1108 West Tharpe Street
Tallahassee, FL 32303

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 32696

Madison County

Madison Office
603 West Base Street
Madison, FL 32340

Pasco County

Port Richey Office
10290 Regency Park Boulevard
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 North State Road 19 Suite 52
Palatka, FL 32177

Suwannee County

Branford Office
814 Suwannee Avenue
Branford, FL 32008

Taylor County

Perry Office
115 West Green Street
Perry, FL 32347

Steinhatchee Mortgage Office
215 First Avenue SE
Office No. 4
Steinhatchee, FL 32359

Wakulla County

Crawfordville Mortgage Office
91 Coastal Highway
Panacea, FL 32346

Washington County

Chipley Office
1242 Jackson Avenue
Chipley, FL 32428

GEORGIA**Bibb County**

Macon Main Office
455 Walnut Street
Macon, GA 31201

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

Macon Northside Office
3710 Northside Drive
Macon, GA 31210

Burke County

Waynesboro Drive In
243 E. 6th Street
Waynesboro, GA 30830

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Grady County

Cairo Drive-in
397-38th Blvd NE
Cairo, GA 39828

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

Whigham Office
126 E. Broad Avenue
Whigham, GA 39897

Laurens County

Dublin Office
600 Bellevue Avenue, Dublin, GA
31021

East Dublin Office
220 Central Drive
East Dublin, GA 31027

Westgate Office
1959 Veterans Boulevard, Dublin, GA
31021

Thomas County

Thomasville Mortgage Office
2024-D East Pinetree Boulevard
Thomasville, GA 31792

Troup County

West Point Drive-in Office
110 Third Avenue
West Point, GA 31833

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

First National Bank of Alachua Branch Office Locations

FLORIDA

Alachua County

Alachua Office
15000 N.W. 140th Street
Alachua, FL 32615

Gainesville Mortgage Office II
4041 N.W. 37th Place, Suite A
Gainesville, FL 32606

High Springs Office
660 N.E. Santa Fe Boulevard
High Springs, FL 32643

Jonesville Office
14009 W. Newberry Road
Jonesville, FL 32669

Main Street Office
4000 N. Main Street
Gainesville, FL 32609

Millhopper Office
4040 N.W. 16th Boulevard
Gainesville, FL 32605

Newberry Office
24202 W Newberry Road, Suite F
Newberry, FL 32669

Northwood Office
6360 N.W. 13th Street
Gainesville, FL 32653

St. Johns County

Hastings Office
207 N. Main Street
Hastings, FL 32145

SCHEDULE 3

Resulting Bank Branch Locations

FLORIDA

Alachua County

Alachua Office
15000 N.W. 140th Street
Alachua, FL 32615

Gainesville Mortgage Office
3760 NW 83rd Avenue
Suite 2
Gainesville, FL 32606

Gainesville Mortgage Office II
4041 N.W. 37th Place, Suite A
Gainesville, FL 32606

High Springs Office
660 N.E. Santa Fe Boulevard
High Springs, FL 32643

Jonesville Office
14009 W. Newberry Road
Jonesville, FL 32669

Main Street Office
4000 N. Main Street
Gainesville, FL 32609

Millhopper Office
4040 N.W. 16th Boulevard
Gainesville, FL 32605

Newberry Office
24202 W Newberry Road, Suite F
Newberry, FL 32669

Northwood Office
6360 N.W. 13th Street
Gainesville, FL 32653

Bradford County

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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Crystal River, FL 34429

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Floral City, FL 34436

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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
294 NE 210th Avenue
Cross City, FL 32628

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Chattahoochee, FL 32324

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

Quincy Office
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Quincy, Florida 32351

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Bell, FL 32619

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Fanning Springs, FL 32693

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Trenton, FL 32693

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Port St. Joe, FL 32456

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Spring Hill, FL 34609

Suncoast Spring Hill Office
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Spring Hill, FL 34609

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Monticello Office
800 South Jefferson Street
Monticello, FL 32344

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3513 Apalachee Parkway
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Tallahassee, Florida 32308

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Mahan Office
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P.O. Box 900
Tallahassee, FL 32302

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1301 Metropolitan Boulevard
Tallahassee, FL 32308

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Tallahassee, FL 32303

South Monroe Office
3404 South Monroe Street
Tallahassee, FL 32301

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Tallahassee, FL 32303

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Tallahassee, FL 32304

Westwood Office
2020 W. Pensacola Street
Tallahassee, FL 32304

Levy County

Bronson Office
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Bronson, FL 32621

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Cedar Key, FL 32625

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Chiefland, FL 32626

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Inglis, FL 34449

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Williston, FL 32696

Madison County

Madison Office
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Madison, FL 32340

Pasco County

Port Richey Office
10290 Regency Park Boulevard
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 North State Road 19, Suite 52
Palatka, FL 32177

St. Johns County

Hastings Office
207 N. Main Street
Hastings, FL 32145

Suwannee County

Branford Office
814 Suwannee Avenue
Branford, FL 32008

Taylor County

Perry Office
115 West Green Street
Perry, FL 32347

Steinhatchee Mortgage Office
215 First Avenue SE
Office No. 4
Steinhatchee, FL 32359

Wakulla County

Crawfordville Mortgage Office
91 Coastal Highway
Panacea, FL 32346

Washington County

Chipley Office
1242 Jackson Avenue
Chipley, FL 32428

GEORGIA

Bibb County

Macon Main Office
455 Walnut Street
Macon, GA 31201

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

Macon Northside Office
3710 Northside Drive
Macon, GA 31210

Burke County

Waynesboro Drive In
243 E. 6th Street
Waynesboro, GA 30830

Waynesboro Office
615 Liberty Street
Waynesboro, GA 30830

Grady County

Cairo Drive-in
397-38th Blvd NE
Cairo, GA 39828

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

Whigham Office
126 E. Broad Avenue
Whigham, GA 39897

Laurens County

Dublin Office
600 Bellevue Avenue, Dublin, GA
31021

East Dublin Office
220 Central Drive
East Dublin, GA 31027

Westgate Office
1959 Veterans Boulevard, Dublin, GA
31021

Thomas County

Thomasville Mortgage Office
2024-D East Pinetree Boulevard
Thomasville, GA 31792

Troup County

West Point Drive-in Office
110 Third Avenue
West Point, GA 31833

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
John B. Higdon	P.O. Box 1498 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
Flecia L. Braswell	823 Laurel Drive Tallahassee, FL 32303	Executive Vice 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
Karen H. Love	4361 Kimberly Circle Tallahassee, FL 32308	Executive Vice President
Cynthia Y. Pyburn	5358 Carisbrooke Lane Tallahassee, FL 32309	Executive Vice President
William G. Smith, Jr.	P.O. Box 11248 Tallahassee, FL 32302	Chairman of the Board
Dale A. Thompson	4867 Chaires Cross Road Tallahassee, FL 32317	Executive Vice President
Edwin N. West, Jr.	9037 Eagle Ridge Drive Tallahassee, FL 32312	Executive 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, Blutchter 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

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|-----|------------------------|--|
| 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

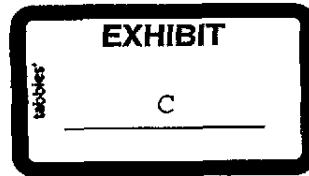
any firm, corporation, or organization which he served in any such capacity at the request of the Corporation, to the fullest extent permitted by Florida law.

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.

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FIRST NATIONAL BANK OF ALACHUA

**SPECIAL MEETING
OF THE
SOLE SHAREHOLDER**

March 29, 2005

The undersigned (the "Sole Shareholder"), being the sole shareholder of First National Bank of Alachua (the "Bank"), does hereby confirm, approve, adopt and ratify the action set forth herein effective as of the date written above. Pursuant to Title 12, Section 7.2001 of the Code of Federal Regulations and in accordance with Section 2.12 of the Bank's By-Laws, the Sole Shareholder waives notice for this special meeting.

WHEREAS, the Board of Directors of the Sole Shareholder unanimously approved the Agreement and Plan of Merger (the "Agreement") by and between the Sole Shareholder, the Bank and Capital City Bank Group, Inc. ("CCBG") on February 3, 2005;

WHEREAS, the Board of Directors of the Bank unanimously approved the Agreement on February 3, 2005;

WHEREAS, the Chief Executive Officer of the Sole Shareholder and the Bank executed and delivered the Agreement on February 3, 2005;

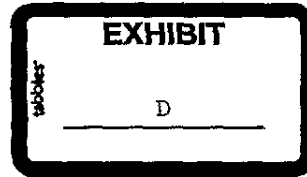
WHEREAS, the Agreement provides that CCBG will acquire the Sole Shareholder pursuant to a merger of (i) the Sole Shareholder with and into CCBG, with CCBG being the surviving corporation and (ii) the Bank with and into Capital City Bank, a Florida chartered bank subsidiary of CCBG ("Capital City"), with Capital City being the surviving bank (the "Bank Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Sole Shareholder does hereby approve the Agreement and the Bank Merger; and

FURTHER RESOLVED, that the appropriate officers of the Bank be, and each of them is, authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver any and all such documents and papers as, with the advice of counsel, they deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolution.

FIRST ALACHUA BANKING CORPORATION

By: *Jerry M. Smith*
Name: Jerry M. Smith
Title: Chairman, President and Chief
Executive Officer



**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 consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to Sections 658.30 and 607.0704, Florida Statutes:

WHEREAS, the Board of Directors of the Bank has approved the Agreement and Plan of Merger (the "Agreement"), which provides for (i) the acquisition of First Alachua Banking Corporation, a Florida corporation ("FABC"), by means of a merger (the "Holding Company Merger") of FABC with and into the Bank's holding company, Capital City Bank Group, Inc. ("CCBG"), in accordance with the terms and conditions of the Agreement; and (ii) the acquisition of First National Bank of Alachua, a national bank ("First National"), which is a wholly-owned subsidiary of FABC, by means of a merger (the "Bank Merger," and together with the Holding Company Merger, the "Mergers") of First National with and into the Bank, in accordance with the terms and conditions of the Agreement, and a Plan of Merger and Merger Agreement (the "Bank Plan of Merger") to be entered into as soon as practicable after the execution and delivery of the Agreement.

WHEREAS, the Bank desires to enter into a Plan of Merger and Merger Agreement (the "Plan of Merger"), substantially in the form attached hereto as Exhibit A, with First National Bank of Alachua, a national bank ("First National"), which provides for the merger of First National with and into the Bank; and

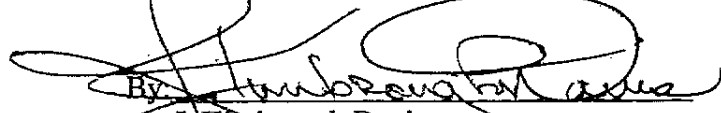
WHEREAS, it is desirable and in the best interest of the Bank that First National be merged with and into the Bank pursuant to the terms of the Plan of Merger, with the Bank being the resulting institution.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby approves and authorizes the transactions contemplated by the Agreement and the Plan of Merger, the execution of the Plan of Merger, and the consummation of the Bank Merger; 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 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 5th day of April, 2005, 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: 
J. Kimbrough Davis,
Executive Vice President and
Chief Financial Officer