P97000042940

Inter-Office Communication

Comptroller of Florida
Division of Banking

DATE: October 8, 1998

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Formation of Alliance Successor Bank and Merger of Alliance Successor Bank into Alliance Bank, Under Title and Charter of Alliance Bank

Please file the attached Articles of Incorporation of Alliance Successor Bank and the "Plan of Merger and Merger Agreement" for the above-referenced institutions, using *today's date* as the effective date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 3:37

Please make the following distribution of certified copies:

1. One copy of the successor articles and merger agreement to:

Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350

2. One copy of the merger agreement to:

Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, Northeast
Atlanta, Georgia 30309-3449

3. One copy of the successor articles and merger agreement to:

John P. Greeley, Esquire
Smith, MacKinnon, Greeley, Bowdoin & Edwards
Post Office Box 2254
Orlando, Florida 32802-2254

600002660096--8
-10/09/98--01002--004
****367.50 *****96.25

Also attached is a check, in the amount of $367.50, which represents payment of the applicable fees. If you have any questions, please call me at 414-8067.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

merger
SP 10/8/98

Refund issued For $ 218.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALLIANCE SUCCESSOR BANK, a FL corp., #P98000086877

INTO

ALLIANCE BANK, a Florida corporation, P97000042940.

File date: October 8, 1998

Corporate Specialist: Susan Payne

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

98 OCT -8 PM 3:37

Having given my approval on August 3, 1998, to merge Alliance Bank, Orlando, Orange County, Florida, and Alliance Successor Bank, Orlando, Orange County, Florida, (a Successor Institution), and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Agreement and Plan of Merger", which contains the Articles of Incorporation of Alliance Bank (the resulting bank), so that effective on October 8, 1998, they shall read as stated herein.

Signed on this 6th day of October, 1998.

Robert F. Milligan
Comptroller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -8 PM 3:37

PLAN OF MERGER AND MERGER AGREEMENT

ALLIANCE SUCCESSOR BANK
with and into
ALLIANCE BANK
under the charter of
ALLIANCE BANK
under the title of
"ALLIANCE BANK"
("Resulting Bank")

THIS AGREEMENT made between ALLIANCE BANK (hereinafter referred to as the "Bank"), a banking corporation organized under the laws of the State of Florida, with its main office located at 455 South Orange Avenue, Orlando, FL 32801, County of Orange, in the State of Florida, with a Capital of $2,792,500, divided into 558,500 shares of common stock, each of $5.00 par value, Surplus of $1,500,000, and Undivided Profits including Capital Reserves of $633,686 as of March 31, 1998, and ALLIANCE SUCCESSOR BANK (hereinafter referred to as the "Successor Bank"), a banking corporation organized under the laws of the State of Florida, with its main office located at: 455 South Orange Avenue, Orlando, County of Orange, in the State of Florida, with a Capital of $1.00, divided into one share of common stock of $1.00 par value, no Surplus and no Undivided Profits or Capital Reserves as of March 31, 1998, and joined in by ALLIANCE BANCSHARES, INC. (hereinafter referred to as the "Company"), a Florida corporation, with a Capital of $1.00 divided into one share of Common Stock of $.01 par value, no Surplus and no Undivided Profits or Capital Reserves as of March 31, 1998.

WHEREAS, a majority of the entire Board of Directors of the Bank and a majority of the entire Board of Directors of the Successor Bank have, respectively, approved and made this Agreement and authorized its execution pursuant to the authority given by and in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes, and a majority of the entire Board of Directors of the Company has approved this Agreement, undertaken that the Company shall join in and be bound by it, and authorized the undertakings hereinafter made by the Company; and

WHEREAS, from and after the time the merger provided for herein (hereinafter referred to as the "Merger") becomes effective, and as and when required by the provisions of this Agreement, the Company will issue the shares of its Common Stock which the shareholders of the Bank will be entitled to receive as herein provided.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

The Successor Bank shall be merged into the Bank under the charter of the Bank.

SECTION 2

The name of the Resulting Bank shall be "ALLIANCE BANK." The Resulting Bank will not exercise trust powers.

SECTION 3

The business of the Resulting Bank shall be that of a state banking corporation. This business shall be conducted by the Resulting Bank at its main office which shall be located at 455 South Orange Avenue, Orlando, FL 32801.

SECTION 4

Immediately upon the merger becoming effective, (i) the Resulting Bank will distribute to the Company as its sole shareholder the sum of $1.00 from the combined capital of the merging banks so that the amount of capital stock of the Resulting Bank shall be $2,792,500, divided into 558,500 shares of common stock, each of $5.00 par value, and at the time the Merger shall become effective, the Resulting Bank shall have a Surplus of $1,500,000, and Undivided Profits including Capital Reserves of $633,686, which when combined with the capital and surplus will be equal to the combined capital structures of all of the merging or constituent banks as stated in the preamble of this Agreement, adjusted, however, for normal earnings and expenses between March 31, 1998 and the effective time of the Merger and (ii) the Resulting Bank will have 1,441,500 authorized but unissued shares of common stock, each of $5.00 per value. Preferred stock shall not be issued by the Resulting Bank.

SECTION 5

All assets of the Bank and the Successor Bank, as they exist at the effective time of the Merger shall pass to and vest in the Resulting Bank without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent bank with all the rights, powers and duties of each constituent bank and the Resulting Bank shall be responsible for all the liabilities of every kind and description, of each of the Bank and the Successor Bank existing as of the effective time of the Merger.

SECTION 6

The Bank shall contribute to the Resulting Bank acceptable assets having a book value, over and above its liability to its creditors, of at least $4,926,186, and having an estimated fair value as shown on the books of the financial institution, over and above its liability to its creditors, of at least $4,926,186, adjusted, however, for normal earnings and expenses between March 31, 1998 and the effective time of the Merger, and for allowance of cash payments permitted under this Agreement.

At the effective time of the Merger, the Resulting Bank shall have on hand acceptable assets having a book value, over and above its liability to its creditors, of at least $4,926,186, and having an estimated fair value, over and above its liability to its creditors, of at least $4,926,186, adjusted, however, for normal earnings and expenses between March 31, 1998 and the effective time of the Merger, and for allowance of cash payments permitted under this Agreement.

SECTION 7

Of the capital stock of the Resulting Bank, the presently outstanding share of common stock of the Successor Bank, $1.00 par value, shall be redeemed; and the shareholders of the Bank, in exchange for the assets contributed by the Bank to the Resulting Bank, shall be entitled to receive one share of common stock of the Company, each of $.01 par value, for each share of common stock of the Bank, each of $5.00 par value, surrendered in exchange therefor.

Outstanding certificates representing shares of the common stock of the Bank shall, on the effective date of the Merger, represent shares of the common stock of the Company, and such certificates shall be exchanged by the holders thereof, after the Merger becomes effective, for new certificates for the appropriate number of shares bearing the name of the Company. The Company may withhold, from the holder of shares represented by certificates of the Bank, distribution of any or all dividends declared by the Company on such shares until such time as such Bank certificates shall be surrendered and exchanged for one or more certificates representing shares of the common stock of the Company, at which time dividends so withheld by the Company with respect to such shares shall be delivered, without interest thereon, to the shareholder to whom such certificate(s) are issued.

Upon the effective date of the Merger, each outstanding warrant, option or right to purchase or otherwise acquire shares of common stock of the Bank shall be converted into a warrant, option or right to purchase or otherwise acquire (i) a number of shares of Company common stock equal to the number of shares of Bank common stock subject to such warrant, option or right, and (ii) the exercise price per share of the Company common stock at which such warrant, option or right is exercisable shall be an amount equal to the exercise price per share of the Bank common stock at which such warrant, option or right was exercisable immediately prior to the Merger.

SECTION 8

Upon the Merger becoming effective, the Company shall redeem the one share of Common Stock issued upon its organization for the $1.00 paid to the Company for such share, so that upon consummation of the Merger the then outstanding shares of the Company's Common Stock shall consist solely of the shares to be issued by the Company upon the conversion and exchange of shares of Common Stock of the Bank.

SECTION 9

The shares of the Company which are not taken by dissenting shareholders of the Bank shall remain authorized and unissued.

SECTION 10

The owners of shares which voted against the approval of the Merger shall be entitled to receive their value in cash, if and when the Merger becomes effective. The value of such shares of the Bank shall be determined in accordance with Section 658.44, Florida Statutes.

SECTION 11

Without the consent of all parties hereto, neither the Bank nor the Successor Bank shall declare or pay any dividend to its shareholders between the date of this Agreement and the time at which the Merger shall become effective, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

SECTION 12

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Bank until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified:

A. Directors:

Name	Street Address
William C. Beiler	8738 Pisa Drive, #633, Orlando, FL 32810
Jack M. Berry, Jr.	1945 8th Terrace SE, Winter Haven, FL 33880
Frank R. Etheridge	803 Lake Adair Blvd. North, Orlando, FL 32804
Mitchel J. Laskey	2332 Alaqua Drive, Longwood, FL 32779
Eduardo A. Rabel	4385 Chuluota Road, Orlando, FL 32820
Benjamin P. Sibley	2060 Thunderbird Trail, Maitland, FL 32751

Name	Street Address
H. Gary Stetson	249 Live Oak Lane, Altamonte Springs, FL 32714
Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751
Andrew M. Thompson	104 Sweet Bay Lane, Longwood, FL 32779

B. Executive Officers:

Name	Position	Address
Mitchel J. Laskey	Chairman of the Board	2332 Alaqua Drive Longwood, FL 32779
William C. Beiler	President and Chief Executive Officer	8738 Pisa Drive, #633 Orlando, FL 32810
Phillip L. Tasker	Senior Vice President and Chief Financial Officer	2231 Gillis Court Maitland, FL 32751
R. Richard O'Brien	Senior Vice President and Senior Lending Officer	330 MacGregor Road Winter Springs, FL 32708

SECTION 13

In the event that:

(a) The number of outstanding shares of Common Stock of the Bank voting against the Merger, or in respect of which written notice is given purporting to dissent from the Merger, makes consummation of the Merger inadvisable in the opinion of either the Board of Directors of the Bank or the Board of Directors of the Successor Bank; or

(b) Any action, suit, proceeding or claim has been instituted, made or threatened relating to the proposed Merger which shall make consummation of the Merger inadvisable in the opinion of either the Board of Directors of the Bank or the Board of Directors of the Successor Bank; or

(c) Any action, consent, or approval, governmental or otherwise, which is, or in the opinion of counsel for the Bank may be, necessary to permit or enable the Resulting Bank, upon and after the Merger, to conduct all or any part of the business activities being conducted by the

Bank as of the time of the Merger, in the manner in which such activities and business are then conducted, shall not have been obtained; or

(d) The opinion referred to in Section 15(c), below, shall not have been obtained; or

(e) The Merger has not been consummated by March 31, 1999 (unless extended by the mutual consent of the parties hereto); or

(f) For any other reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of both the Bank and the Successor Bank, then this Agreement may be terminated at any time before the Merger becomes effective by written notice by either the Bank or the Successor Bank to the other of them, authorized or approved by resolution adopted by the Board of Directors of the one of them giving such notice. Upon termination by written notice as provided in this Section, this Agreement shall be void and of no further effect, and there shall be no liability by reason of this Agreement or the termination thereof on the part of either the Bank, the Successor Bank, the Company or the directors, officers, employees, agents or shareholders of any of them.

SECTION 14

This Agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the constituent banks owning at least a majority of its capital stock outstanding, at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the Merger shall become effective at the time specified in a Certificate to be issued by the Comptroller of Florida, pursuant to Section 658.45, Florida Statutes, under the seal of his office, approving the Merger.

SECTION 15

This Agreement is also subject to the following terms and conditions:

(a) The Florida Department of Banking and Finance shall have approved this Agreement and shall have issued all other necessary authorizations and approvals for the Merger, including a Certificate of Merger;

(b) The appropriate federal regulatory agencies shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired; and

(c) The receipt of an opinion satisfactory in form and substance to the Board of Directors of the Bank to the effect that, under applicable provisions of the Internal Revenue Code of 1986, as amended, no gain or loss will be recognized for federal income tax purposes by the Bank, the Company or the shareholders of the Bank who receive stock of the Company in connection with the proposed reorganization, and as to such other matters as the Board of Directors shall deem desirable and in the best interest of the shareholders of the Bank.

SECTION 16

Effective as of the time this Merger shall become effective as specified in the "Certificate of Merger" to be issued by the Comptroller of Florida, the Articles of Incorporation of the Resulting Bank shall read as set forth in Appendix "A", annexed hereto and made a part hereof.

WITNESS the signatures and seals of said constituent banks on the dates set forth below, each hereunto set by its President and Chief Executive Officer and attested by its Cashier, or Senior Vice President and Chief Financial Officer, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Board of Directors.

ALLIANCE BANK

Attest:

Phillip L. Tasker

Phillip L. Tasker
Senior Vice President and Chief Financial Officer and Director

By: William C. Beiler

William C. Beiler
President and Chief Executive Officer and Director

Jack M. Berry, Jr.

Frank R. Etheridge

Mitchel J. Laskey

Eduardo A. Rabel

Benjamin P. Sibley

H. Gary Stetson

Andrew M. Thompson

Andrew M. Thompson

(A Majority of the Directors of Alliance Bank)

ALLIANCE SUCCESSOR BANK

Attest:

Phillip L. Tasker, Cashier and Director

By: ______________________

William C. Beiler
President and Chief Executive Officer
and Director

____
Jack M. Berry, Jr.

____
Frank R. Etheridge

____
Mitchel J. Laskey

____
Eduardo A. Rabel

____
Benjamin P. Sibley

____
H. Gary Stetson

____
Andrew M. Thompson

(A Majority of the Directors of Orange Independent Successor Bank)

Alliance Bancshares, Inc. hereby joins in the foregoing Plan of Merger and Merger Agreement, undertakes that it will be bound thereby and that it will duly perform all the acts and things therein referred to or provided to be done by it.

IN WITNESS WHEREOF, Alliance Bancshares, Inc. has caused this undertaking to be made in counterparts by its duly authorized officers and its corporate seal to be hereunto affixed as of the date first above written.

ALLIANCE BANCSHARES, INC.

By: [signature]
William C. Beiler
President and Chief Executive Officer

Attest: Phillip Tasker
Phillip L. Tasker
Secretary and Treasurer

STATE OF FLORIDA)
) **SS:**
COUNTY OF ORANGE)

On this 10 day of June, 1998, before me, a Notary Public for the State and County aforesaid, personally appeared William C. Beiler, as President and Chief Executive Officer and Director, and Phillip L. Tasker, as Secretary and Treasurer and Director, of Alliance Bank, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said bank and the seal affixed hereto to be its seal; and came also Jack M. Berry, Jr., Frank R. Etheridge, Mitchell J. Laskey, Eduardo A. Rabel, Benjamin P. Sibley, H. Gary Stetson and Andrew M. Thompson, being a majority of the Board of Directors of said bank, and each of them acknowledged said instrument to be the act and deed of said bank and of himself as a director thereof.

WITNESS my official seal and signature this day and year aforesaid.

[signature]
Printed Name: R. Richard OBrien
Notary Public, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
R RICHARD O'BRIEN
My Commission CC436860
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555

C:\JPG\Alliance\Plan of Merger

STATE OF FLORIDA)
) **SS:**
COUNTY OF ORANGE)

On this 10 day of June, 1998, before me, a Notary Public for the State and County aforesaid, personally appeared William C. Beiler, as President and Chief Executive Officer and Director, and Phillip L. Tasker, as Cashier and Director, of Alliance Successor Bank, and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said bank and the seal affixed hereto to be its seal; and came also Jack M. Berry, Jr., Frank R. Etheridge, Mitchell J. Laskey, Eduardo A. Rabel, Benjamin P. Sibley, H. Gary Stetson and Andrew M. Thompson, being a majority of the Board of Directors of said bank, and each of them acknowledged said instrument to be the act and deed of said bank and of himself as a director thereof.

WITNESS my official seal and signature this day and year aforesaid.

NOTARY PUBLIC STATE OF FLORIDA
R RICHARD O'BRIEN
My Commission CC438860
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555

R. Richard O'B
Printed Name: R. Richard O'Brien
Notary Public, State of Florida

STATE OF FLORIDA)
) **SS:**
COUNTY OF ORANGE)

On this 10 day of June, 1998, before me, a Notary Public for the State and County aforesaid, personally appeared William C. Beiler, as President and Chief Executive Officer, and Phillip L. Tasker, as Secretary and Treasurer, of Alliance Bancshares, Inc., and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said corporation and the seal affixed hereto to be its seal.

WITNESS my official seal and signature this day and year aforesaid.

NOTARY PUBLIC STATE OF FLORIDA
R RICHARD O'BRIEN
My Commission CC438860
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555

R. Richard O'B
Printed Name: R. Richard O'Brien
Notary Public, State of Florida

FILED

97 MAY 14 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIANCE BANK

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Alliance Bank and its initial place of business shall be at 455 S. Orange Avenue, in the City of Orlando, in the County of Orange and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class and shall have a par value of $5.00 per share. The corporation shall begin business with at least $2,750,000 in paid-in common capital stock to be divided into 550,000 shares. The amount of surplus with which the corporation will begin business will be not less than $1,500,000 and the amount of undivided profits, not less than $933,854 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

Name	Street Address
William C. Beiler	8738 Pisa Drive, No. 633, Orlando, FL 32810
Jack M. Berry, Jr.	1945 8th Terrace, S.E., Winter Haven, FL 33880
Frank R. Etheridge	803 Lake Adair Blvd., N., Orlando, FL 32804
Mitchel J. Laskey	1611 Talisia Court, Longwood, FL 32779
Eduardo Rabel	4385 Chuluota Road, Orlando, FL 32820
Thomas W. Riggs	428 Oak Lynn, Orlando, FL 32809
Benjamin P. Sibley	2060 Thunderbird Trail, Maitland, FL 32751
H. Gary Stetson	249 Live Oak Lane, Altamonte Springs, FL 32714
Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 7th day of May, A.D. 1997.

Name	Street Address
William C. Beiler	8738 Pisa Drive, No. 633, Orlando, FL 32810
Jack M. Berry, Jr.	1945 8th Terrace, S.E., Winter Haven, FL 33880
Frank R. Etheridge	803 Lake Adair Blvd., N., Orlando, FL 32804
Mitchel J. Laskey	1611 Talisia Court, Longwood, FL 32779
Eduardo Rabel	4385 Chuluota Road, Orlando, FL 32820
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Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751

Name	Street Address
William C. Beiler	8738 Pisa Drive, No. 633, Orlando, FL 32810
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Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 7th day of May, A.D. 1997.

Name	Street Address
______________________ William C. Beiler	8738 Pisa Drive, No. 633, Orlando, FL 32810
______________________ Jack M. Berry, Jr.	1945 8th Terrace, S.E., Winter Haven, FL 33880
______________________ Frank R. Etheridge	803 Lake Adair Blvd., N., Orlando, FL 32804
______________________ Mitchel J. Laskey	1611 Talisia Court, Longwood, FL 32779
______________________ Eduardo Rabel	4385 Chuluota Road, Orlando, FL 32820
______________________ Thomas W. Riggs	428 Oak Lynn, Orlando, FL 32809
[signature] Benjamin P. Sibley	2060 Thunderbird Trail, Maitland, FL 32751
______________________ H. Gary Stetson	249 Live Oak Lane, Altamonte Springs, FL 32714
______________________ Phillip L. Tasker	2231 Gillis Court, Maitland, FL 32751

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 7th day of May, 1997, by WILLIAM C. BEILER, JACK M. BERRY, JR., FRANK R. ETHERIDGE, MITCHEL J. LASKEY, EDUARDO RABEL, THOMAS W. RIGGS, BENJAMIN P. SIBLEY, H. GARY STETSON and PHILLIP L. TASKER, who are personally known to me or who have produced ______________________________ as identification and who did/did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA
R RICHARD O'BRIEN
My Commission CC438860
Expires Feb. 14, 1999
Bonded by HAI
800-422-1555

____
Printed Name: R. Richard O'Brien
Notary Public - State of Florida at Large
My Commission Expires:

FILED
97 MAY 14 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Approved by the Department of Banking and Finance this 13TH day of MAY, 1997.

____
Comptroller of the State of Florida and
Head of the Department of Banking and
Finance

<u>**CERTIFICATE**</u>

I HEREBY CERTIFY that I am the President and Chief Executive Officer of Alliance Bank (the "Bank") and that I have been appointed and am presently serving in that capacity in accordance with the bylaws of the Bank. I further certify as follows:

1. That the following resolutions were duly adopted by the shareholders of the Bank on September 29, 1998, and said resolutions are presently in full force and effect and have not been revoked or rescinded as of the date hereof:

> BE IT RESOLVED, that the Agreement to Merge between Alliance Bank, Alliance Successor Bank, and Alliance Bancshares, Inc., and the merger contemplated thereunder, all as more fully described in the Proxy Statement delivered to Bank shareholders, be, and they hereby are, authorized, adopted, approved, ratified and confirmed by the shareholders of the Bank; and it is
>
> FURTHER RESOLVED, that each and every resolution which is advisable or required to be adopted to carry out the purposes and intent of the foregoing resolution shall be deemed to be, and the same hereby is, authorized, adopted, approved, ratified and confirmed as if fully rewritten herein; and it is
>
> FURTHER RESOLVED, that the President, and the other proper officers of the Bank be, and each of them hereby is, acting alone, authorized and empowered, in the name and on behalf of the Bank, from time to time, to execute and deliver such other and further agreements, certificates, notices, statements, instruments, and documents, and to do and perform all such acts and things as any of them, in his discretion, may deem necessary or advisable, to enable this Bank to accomplish the purposes and carry out the intent of the foregoing resolutions.

2. That the number of shares voted to approve the foregoing resolutions was 446,600, the number of shares voted in dissent was -0-, the number of shares abstaining from voting was 15,000, the number of shares voted in person was -0-, and the number of shares voted by proxy was 461,600

IN WITNESS WHEREOF, I have hereunto signed my name for and on behalf of the Bank this 29th day of September, 1998.

Alliance Bank

By: [signature]

William C. Beiler
President and Chief Executive Officer

CERTIFICATE

I HEREBY CERTIFY that I am the Cashier of Alliance Successor Bank (the "Successor Bank"), and that I have been appointed and am presently serving in that capacity in accordance with the bylaws of Successor Bank. I further certify as follows:

1. That the following resolution was duly adopted by the shareholders of Successor Bank on September 29, 1998, and said resolution is presently in full force and effect and has not been revoked or rescinded as of the date hereof:

> RESOLVED, that the shareholders of Successor Bank hereby authorize Successor Bank to enter into a Plan of Merger and Merger Agreement, with Alliance Bank (the "Bank"), Successor Bank and Alliance Bancshares, Inc. pursuant to which Successor Bank will merge with the Bank, resulting in the Bank becoming a wholly-owned subsidiary of Alliance Bancshares, Inc., and the Agreement is hereby authorized, adopted, approved, ratified and confirmed.

2. That the number of shares voted to approve the resolution was one, no shares were voted in dissent, one share was voted in person, and no shares were voted by proxy.

IN WITNESS WHEREOF, I have hereunto signed my name and set the seal of the Bank effective this 29th day of September, 1998.

Phillip L. Tasker

PHILLIP L. TASKER