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SAM LESTER, ESQ.  
Requestor's Name

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Address

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. APALACHICOLA STATE BANK  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Call with [Signature]  
G. COULLIETTE NOV 24 1999

Examiner's Initials	
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**RESTATED  
ARTICLES OF INCORPORATION  
FOR  
APALACHICOLA STATE BANK**

**ARTICLE I**

The name of this corporation shall be the Apalachicola State Bank; its principal place of business shall be in the city of Apalachicola, Franklin County, Florida.

**ARTICLE II**

The general nature of the business to be transacted, by the said corporation, shall be that of a general banking business, as provided by the laws of the State of Florida.

**ARTICLE III**

1. **Total Authorized Capital Stock.** The aggregate amount of the total authorized capital stock of this corporation is four hundred thousand and 00/100 dollars (\$400,000) of common stock to be divided into four thousand (4,000) shares of the par value of one hundred and 00/100 dollars (\$100) each.

2. **Stock Split.** Two thousand (2,000) shares of the common stock hereby authorized shall be issued to the shareholders of record as of the close of business on the date of this amendment, at the rate of two (2) shares for each share held. Each shareholder shall not surrender his or her existing shares (stock certificates).

3. **Sale of Additional Stock.** The additional one thousand (1,000) shares of common stock hereby authorized may be issued from time to time for such consideration as may be fixed by the Board of Directors. Each stockholder shall have a preemptive right to acquire a pro-rata share of the one thousand (1,000) shares of common stock hereby authorized. The Board of Directors may prescribe uniform terms and conditions for stockholders to exercise the right to purchase proportional amounts of the new stock upon the decision of the Board of Directors to issue them. A stockholder may waive his or her preemptive right to acquire new shares. Failure to exercise the preemptive right within the time set by the Board of Directors shall be a waiver of the right. Any unissued stock which is not sold to stockholders may be sold by the Board of Directors upon such terms and conditions as the Board of Directors may deem proper. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment.

**ARTICLE IV**

The said corporation shall have perpetual duration and succession in its corporate name.

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## ARTICLE V

(a) **Officers.** The business and affairs of this corporation shall be managed and conducted by a Board of not less than five nor more than twenty-five Directors as, from time to time, shall be determined by a majority of the votes to which all stockholders are, at the time, entitled, and by a President and one or more Vice Presidents and Cashier, who shall be elected by the Board of Directors, and such other officers and clerks as may be required to transact the business of the corporation, the President and Vice Presidents shall be from the Board of Directors; to fix the salaries to be paid to them and to continue them in office, or to dismiss them, as in the opinion of a majority of the Board, interests of the corporation may demand. The Board may designate a director in lieu of the President to be Chairman of the Board, who shall perform such duties as may be designated by the Board. The office of Vice President and Cashier may be combined in one and the same person.

(b) **Annual Meetings.** The annual meeting of the stockholders for the election of said Board of Directors shall be held at the place of the business of this corporation in the city of Apalachicola, and County of Franklin, in the State of Florida, on the third Tuesday of January in each year. The officers shall be elected by the Board of Directors at the same place, on the same day, and immediately after said Board of Directors shall be elected by the stockholders.

(c) **Powers of Board of Directors.** The Board of Directors shall have the power to define the duties of the officers and clerks of the corporation, to require bonds from them, and to fix the penalty thereof; to regulate the manner in which election of Directors shall be held, and to appoint judges of the elections; to make all by-laws that it may be proper for them to make, not inconsistent with law and this Charter, for the general regulation of the business of the corporation and the management of its affairs, and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform according to law and within the limits of this Charter.

## ARTICLE VI

The highest amount of indebtedness or liability to which this corporation shall at any time subject itself, shall be the amount of its capital stock, except on account of demands of the nature following:

**FIRST**, moneys deposited with or collected by the Bank. **SECOND**, bills of exchange or drafts drawn against money on deposit to the credit of the Bank, or due thereto. **THIRD**, liabilities of the stockholders of the Bank for dividends and reserve profits.

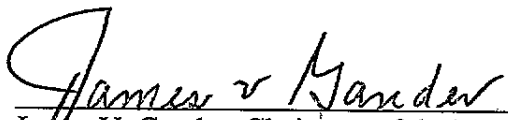
## ARTICLE VII

***Special Meetings of Stockholders.*** Except as otherwise specifically provided by statute, special meetings of the stockholders may be called for any purpose at any time by the Board of Directors or by the holders of at least ten percent of the then outstanding shares of any class. Every such special meeting shall be called by mailing, not less than ten days before the time fixed for the meeting, to all stockholders of record entitled to act and vote at such meeting, at their respective addresses as shown on the books of the corporation, a notice stating the purpose of the meeting. Such notice may be waived in writing.

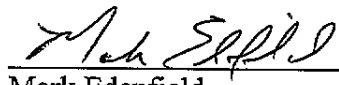
## CERTIFICATE OF RESTATEMENT

Pursuant to Section 607.1007, *Florida Statutes*, 1997, The undersigned certifies that this Restatement does not include any new amendments requiring shareholder action. These Restate Articles of Incorporation were adopted by the Board of Directors on November 16, 1999.

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

  
James V. Gander, Chairman of the Board

November 16 1999  
Date

  
Mark Edenfield  
Secretary to the Board of Directors

November 16 1999  
Date