

Document Number Only

F000000002145

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

8000003211618--0

-04/18/00--01001--001

*****70.00 *****70.00

The Bankers Bank

d/b/a The Bankers Bank (Georgia)

CF-70



Profit

☐ NonProfit

☐ Limited Liability Company



Foreign

Qualification

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Photo Copies

☐ Call When Ready

☐ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ Merge

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☐ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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THANKS

LAURA EARNEST

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00 APR 17 PM 3:18

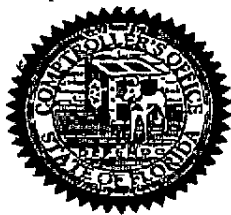
00 APR 17 PM 1:05

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DIVISION OF CORPORATIONS

4/17

B/K

4/17/00



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

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DIVISION OF CORPORATIONS
DO APR 17 PM 1:05

April 14, 2000

Ms. Kathryn J. Harris
Paralegal
Morris, Manning & Martin, L.L.P.
3343 Peachtree Road, NE
Atlanta, Georgia 30326

Dear Ms. Harris:

Re: "The Bankers Bank (Georgia)"

Reference is made to your letter/fax requesting approval of the above-referenced corporate name which is a Georgia state-chartered bank that will be operating loan production offices in the state of Florida. You have acknowledged your understanding that current Florida banking law prohibits the taking of deposits in Florida as part of the bank's business line.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation to transact business in the state of Florida.

Sincerely,

Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Secretary of State's Office

MORRIS, MANNING & MARTIN

A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW
1600 ATLANTA FINANCIAL CENTER
3343 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1044

TELEPHONE 404 233-7000
FACSIMILE 404 365-9532
E-MAIL KJH@MMMLAW.COM

MEMBER,
COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

WASHINGTON, D.C. OFFICE

MORRIS, MANNING, MARTIN, LLP
THE COLORADO BUILDING
1341 G STREET N.W.
SUITE 610
WASHINGTON, DC 20005
TELEPHONE 202 408-5153
FACSIMILE 202 408-5146

NORTHSIDE OFFICE

SUITE 150
575-B PEACHTREE DUNWOODY ROAD
ATLANTA, GEORGIA 30342
TELEPHONE 404 255-6900
FACSIMILE 404 843-2317

KATHRYN J. HARRIS
404-504-7796

April 14, 2000

VIA FACSIMILE 850-410-9548

Ms. Kathy Ryan
State of Florida, Division of Banking
101 East Gaines Street
Suite 636
Tallahassee, Florida 32399-0350

Re: The Bankers Bank (Georgia)

Dear Ms. Ryan:

Thank you for taking the time to speak with me this afternoon. At your suggestion, I am writing to you on behalf of our client, The Bankers Bank, incorporated in the State of Georgia on November 18, 1985. As I mentioned in our telephone conversation, our client is a banking corporation in the business of providing services to other banks as a "banker's bank", and does not offer consumer banking services to the general public. The primary purpose of The Bankers Bank operations in Florida will be the operation of a loan production office. The Bankers Bank acknowledges that current Florida banking law prohibits the taking of deposits in Florida as part of its business line. Our client would like to operate in the State of Florida under the name of The Bankers Bank (Georgia), without the addition of a further identifying suffix.

If it would be possible to obtain expedited approval for use of this corporate name from the Florida Department of Banking, I would request that such an approval letter be sent to me via facsimile. My address and facsimile number are as follows:

Kathryn J. Harris, Paralegal FAX: 404-365-9532
Morris, Manning & Martin, L.L.P.
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326

If you have any questions, or require any further information regarding this request, please do not hesitate to contact me toll-free at 800-849-0970 (or directly at 404-504-7796).

Very truly yours,

Morris, Manning & Martin, L.L.P.

Kathy Harris
Kathryn J. Harris, Paralegal

cc: Larry W. Shackelford, Esq.

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DIVISION OF BANKING
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TEL 770-805-2000
800 277-2265

FAX 770 805-2121



2410 PACES FERRY ROAD
600 PACES SUMMIT
ATLANTA, GA 30339-4098

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CERTIFIED COPY OF RESOLUTION

**CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF FLORIDA**

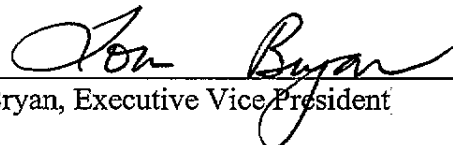
I, the undersigned Tom Bryan [Executive Vice President], do hereby certify that the following is a true, correct and correct copy of a certain resolution of the Board of Directors of **The Bankers Bank**, a corporation duly organized and existing under the laws of the state of Georgia, which resolution was duly adopted by unanimous written consent and is set forth in the minutes of said meeting; that I am the keeper of the minutes and records of this corporation and that the said resolution has not been rescinded or modified:

"RESOLVED that **The Bankers Bank**, a corporation duly organized and existing under the laws of the state of Georgia, hereby adopts the name **The Bankers Bank (Georgia)** for use in the State of Florida for all purposes; and

FURTHER RESOLVED, that the officers of the corporation are hereby authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name of **The Bankers Bank (Georgia)**; and

FURTHER RESOLVED, that all activities and business of the corporation within the State of Florida shall be carried out under the name **The Bankers Bank (Georgia)**."

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 14th day of April, 2000.



Tom Bryan, Executive Vice President

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The Bankers Bank which will do business in the State of Florida as The Bankers Bank (Georgia)

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. 58-1630871
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-18-85 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2410 Paces Ferry Rd., Suite 600, Atlanta, GA 30339

(Current mailing address)

The Bankers Bank is incorporated under OCGA Section 7-1-1 et seq. of the Financial Institutions Code for the purpose of engaging in the business of banking. The Bankers Bank is organized for the purpose of providing banking services to depository financial institutions.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Bryan

(Registered agent's signature)

Connie Bryan / Special Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Tony W. Wolfe

Address: 218 S. Main Avenue

Newton, NC 28658

Vice Chairman: Paul T. Bennett

Address: 104 North Dixon Street

Alma, Georgia 31510

Director: Bruce P. Leonard

Address: 2410 Paces Ferry Road, Suite 600

Atlanta, GA 30339

Director: Hans M. Broder, Jr.

Address: 4806 N. Henry Blvd.

Stockbridge, GA 30281

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Bruce P. Leonard

Address: 2410 Paces Ferry Road, Suite 600

Atlanta, GA 30339

Vice President: Tom Bryan

Address: 2410 Paces Ferry Road, Suite 600

Atlanta, GA 30339

Secretary: Kevin Tweddle

Address: 6410 Paces Ferry Road, Suite 600


Atlanta, GA 30339

Treasurer: Kevin Tweddle

Address: 2410 Paces Ferry Road, Suite 600

Atlanta, GA 30339

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tom Bryan, Executive Vice President
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001040985
CONTROL NUMBER : J716635
DATE INCORPORATED: 11/18/1985
JURISDICTION : GEORGIA
PRINT DATE : 04/13/2000
FORM NUMBER : 256

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CT CORPORATION SYSTEM
SHARON SERCER
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

THE BANKERS BANK
A DOMESTIC BANK

was duly incorporated on the above date. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of Banking and Finance.



Cathy Cox
Secretary of State