

F&S

FRANZEN AND
SALZANO, P.C.
ATTORNEYS AT LAW

Telephone: 770-248-1315
Facsimile: 770-248-1315

5160 Colcomb Road, Suite 202
Atlanta, Georgia 30008-1315

00000000 2280

April 12, 2000

VIA OVERNIGHT MAIL

State of Florida
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500003207305--3

-04/13/00--01063--001

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

RE: NewSouth Financial Services, Inc.
- Application for Authorization to Transact Business

Dear Sir or Madam:

W-10396 E-2280

Enclosed please find the completed and executed "Application by Foreign Corporation for Authorization to Transact Business in Florida" for filing. Accompanying the application, please find:

- ☐ Transmittal Letter;
- ☐ Certificate of Existence issued by the State of Georgia;
- ☐ Exhibit A – Officers and Directors;
- ☐ Exhibit B – Statement of Business; and
- ☐ Applicant's check number 433150 in the amount of \$70.00, representing the Registration Fee.

Our firm is assisting the applicant with its qualification and licensing endeavors, therefore, please direct your decision and proof of filing to our office at the above address. For assistance, please do not hesitate to call me at (770) 248-2885, extension 27.

Very truly yours,

Marilyn J. Taylor

Marilyn J. Taylor
Legal Assistant

FILED
00 APR 25 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W4/25

MJT/cd

Enclosure

cc: Marian Mackle

E:\NewSouth\Qualifications\Florida\State 04-10-00.doc

rej. per 3T

9 pgs

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NewSouth Financial Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Marilyn J. Taylor

(Name of Person)

Franzen and Salzano, P.C.

(Firm/Company)

3169 Holcomb Bridge Road, Suite 202

(Address)

Norcross, Georgia 30071-1315

(City/State/Zip)

FILED
00 APR 25 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Should you need to call someone concerning this matter, please call:

Marilyn Taylor

(Name of Person)

at (770) 248-2885 x27

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2000

MARILYN J. TAYLOR, LEGAL ASSISTANT
FRANZEN & SALZANO, P.C.
3619 HOLCOMB BRIDGE ROAD, SUITE 202
ATLANTA, GA 30071-1315

SUBJECT: NEWSOUTH FINANCIAL SERVICES, INC.
Ref. Number: W00000010396

We have received your document for NEWSOUTH FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 200A00021574

FILED
00 APR 25 PM 2:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Loretta Salzano
Telephone: 770-248-2881
Facsimile: 770-248-2883

e-mail: lsalzano@franzen-salzano.com
3169 Holcomb Bridge Road, Suite 202
Atlanta, Georgia 30071-4315

April 25, 2000

VIA ADVANCE FACSIMILE
(850) 410-1015

Lee Rivers
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: New South Financial Services, Inc.
Ref. Number: W00000010396

Dear Mr. Rivers:

Thank you for your telephone call of this morning. I appreciate your so promptly returning my call and advising that it would be permissible for our firm to submit a letter clarifying that New South Financial Services, Inc. ("New South") has not yet transacted business in Florida pursuant to Florida statutory law. We drafted Exhibit B to New South's application for Authorization to Transact Business in a manner to give your office (as well as the Department of Banking and Finance) a full understanding of New South's previous and future operations. We apologize that this raised an issue regarding the unauthorized transaction of business in your state.

Thank you for waiving the requirement for an affidavit set forth in your letter of April 19, 2000. Although, I had already dictated such an affidavit for execution by New South, it will speed matters up considerably for you to rely upon this letter. Therefore, to reiterate and to clarify, New South has not yet transacted business in Florida, and it does not anticipate doing so within the meaning of Florida Statutes §607.1501 until July, 2000. The activities conducted by New South to date do not constitute transacting business within the meaning of Florida Statutes §607.1501(1) pursuant to language set forth in Florida Statutes §607.1501(2)(g) and (h).

We appreciate the opportunity to clarify this matter and would appreciate your immediately approving New South's application for Authorization to Transact Business in Florida so that it may proceed with obtaining the appropriate licenses to conduct its loan origination business. Thank you in advance for your assistance, and please contact me immediately if you have any additional concerns.

Very truly yours,

Loretta Salzano

LS/mh

cc: Marian M. Mackle

\\Fas\public\NewSouth\Qualifications\Florida\Rivers -State-4-25-00.doc

FILED
00 APR 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. NewSouth Financial Services, Inc.

(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

(State or country under the law of which it is incorporated)

3. 58.2257419

(FEI number, if applicable)

4. July 31, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. See attached Exhibit "B"

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

7. 1506 Klondike Road, Suite 400

Conyers, Georgia 30094

(Current mailing address)

8. Mortgage lending, consumer finance, and retail sales finance

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FL 32301

Florida
(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.

Georgia Byron

(Registered agent's signature)

Georgia Byron

Authorized Representative

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)

FILED
00 APR 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: See attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached Exhibit A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
00 APR 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Robert W. Aiken, President and C.E.O.

(Typed or printed name and capacity of person signing application)

Exhibit A

Officers and Directors

Officer:	Title:	Address:
Robert W. Aiken	President and Chief Executive Officer	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, Georgia 30094
Joe H. Burgamy	First Vice President (Operations)	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, Georgia 30094
Daren L. Thomas	First Vice President (Mortgage Operations)	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, Georgia 30094

FILED
 00 APR 25 PM 2:58
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Director:	Title:	Address:
Robert W. Aiken	President and Chief Executive Officer	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, GA 30094
Clarke R. Starnes, III	Senior Vice President	Branch Banking and Trust Company 150 South Stratford Road, Suite 202 Winston Salem, NC 27104
W. Kendall Chalk	Senior Executive Vice President	Branch Banking and Trust Company 200 West Second Street, 14 th Floor Winston Salem, NC 27102
Timothy C. Dale	Executive Vice President	Branch Banking and Trust Company 223 West Nash Street Wilson, NC 27894
Marian M. Mackle	First Vice President	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, GA 30094
Daren L. Thomas	First Vice President	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, GA 30094
Joe H. Burgamy	First Vice President	NewSouth Financial Services, Inc. 1506 Klondike Road, Suite 400 Conyers, GA 30094
David C. Huntington	President	Freedom Financial 34 Franklin Street Petersburg, VA 23804

Exhibit B

Statement

NewSouth Financial Services, Inc. ("NewSouth") began doing business in Florida in August 1998. NewSouth originates first and second residential mortgage loans on a wholesale basis through brokers operating in Florida.

NewSouth currently does not have offices in the state of Florida, although it plans to open a retail office in July 2000 (Estimated) to originate first and second mortgage loans, consumer loans (including loans of less than \$25,000.00 at rates greater than 18%) and to purchase retail installment contracts.

NewSouth is currently a wholly owned operating subsidiary of First Liberty Bank, Macon, Georgia. First Liberty Bank is a Federal Thrift. As a wholly owned operating subsidiary of a Federal Thrift institution, NewSouth is exempt from state law addressing lending activities by virtue of Federal Regulatory and statutory provisions and related opinions of the office of General Counsel of the Office of Thrift Supervision.

Effective May 20, 2000, NewSouth will become a wholly owned subsidiary of Branch Banking and Trust Company, Winston Salem, North Carolina by virtue of the merger of First Liberty Bank into Branch Banking and Trust Company. Branch Banking and Trust Company is a North Carolina state-chartered bank. Following this transaction, NewSouth will not enjoy the preemption previously described.

FILED
00 APR 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

DOCKET NUMBER : 000970473
CONTROL NUMBER : K624053
DATE INC/AUTH/FILED: 07/31/1996
JURISDICTION : GEORGIA
PRINT DATE : 04/06/2000
FORM NUMBER : 211

NEWSOUTH FINANCIAL SERVICES, INC.
MELANIE YOUNG
1506 KLONDIKE RD., STE 400
CONYERS, GA 30094

CERTIFICATE OF EXISTENCE

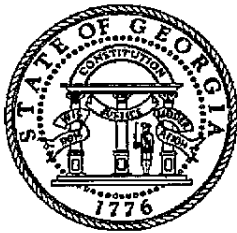
I, Cathy Cox, the Secretary of State of the State of Georgia
hereby certify under the seal of my office that

NEWSOUTH FINANCIAL SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity 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, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Cathy Cox

Cathy Cox
Secretary of State

FILED
00 APR 25 / PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA