

TRANSMITTAL LETTER

00 JUL -5 PM 2: 37

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Bank
(Name of corporation - must include suffix)

Dear Sir or Madam: 00189-00045-00511-00644-00659-00671

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:

Katharine F. Lewis
(Name of Person) *W-15901*
Balch & Bingham LLP
(Firm/Company) *200003294562--6*
05/13/00--01003--006
****\$87.50 ***\$87.50*
1901 Sixth Avenue North, Suite 2600
(Address)
Birmingham, Alabama 35203
(City/State/Zip)

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

Katharine F. Lewis at (205) 226-8707
(Name of Person) (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 &
2 Certified Copy (yes)

| | |
|-----------------|----------|
| Document | Examiner |
| Updater | Verifier |
| Acknowledgement | |
| A. P. Verifier | |

1 for Banking
1 for Ms. Lewis



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2000

KATHERINE F. LEWIS
BALCH & BINGHAM LLP
1901 SIXTH AVENUE NORTH, SUITE 2600
BIRMINGHAM, AL 35203

SUBJECT: THE BANK
Ref. Number: W00000015961

We have received your document for THE BANK and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence. ✓

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is: ✓

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.) ✓

A brief description of the entity's nature of business must be included in the document. ✓

Please return your document, along with a copy of this letter, within 60 days or

your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 400A00035496

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



BALCH & BINGHAM LLP

ATTORNEYS AND COUNSELORS
POST OFFICE BOX 306
BIRMINGHAM, ALABAMA 35201-0306
(205) 251-8100

WRITER'S OFFICE:
1901 SIXTH AVENUE NORTH
SUITE 2600
BIRMINGHAM, ALABAMA 35203-2628
FACSIMILE (205) 226-8799

DIRECT DIAL TELEPHONE:

Katharine F. Lewis
(205) 226-8707
kflew@balch.com

July 3, 2000

FEDERAL EXPRESS

Ms. Karen Beyer, Chief
Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Letter of June 22, 2000
Subject: The Bank
Reference # W0000001-15961

Dear Ms. Beyer:

Thank you for your assistance in sheparding the corrected request for authorization to do business of The Bank.

The name listed in number one of the application is identical to that in the enclosed original certificate of existence.

Enclosed is written approval of the name "The Bank" from the Division of Banking dated June 29, 2000.

The date first transacting business has been changed to "upon qualification."

The Bank's business as a bank, accepting deposits, making loans and other ordinary banking activities is enclosed.

Lastly, a copy of the Division's letter dated June 22, 2000 is enclosed.

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1710 SIXTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203
(205) 251-8100

1901 SIXTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203
(205) 251-8100

2 DEXTER AVENUE
MONTGOMERY, ALABAMA 36104
(334) 834-6500

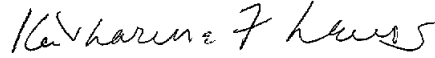
655 GALLATIN STREET
HUNTSVILLE, ALABAMA 35801
(256) 551-0171

1275 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004
(202) 347-6000

Ms. Karen Beyer, Chief
July 3, 2000
Page 2

Again, thank you for your assistance. Please do not hesitate to call me at (205) 226-8707 should you have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Katharine F. Lewis".

Katharine F. Lewis

KFL:eb
Enclosure

cc: Ms. Michelle Hodges (w/enclosures)
Document Specialist, Secretary of State



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

June 29, 2000

Katharine F. Lewis
Balch & Bingham LLP
Attorneys and Counselors
1901 Sixth Avenue North
Suite 2600
Birmingham, Alabama 35203

Re: "The Bank"

Dear Ms. Lewis:

Reference is made to your letter/fax dated June 29, requesting approval of the above-referenced corporate name which is an Alabama banking corporation located in Warrior, Alabama, which will be conducting lawfully authorized business in the state of Florida.

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.

Therefore, the Division of Banking has no objection to the use of the above-name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager
Director

:kr

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

Division of Banking
101 East Gaines Street, Suite 636, Telephone: (850) 410-9111

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850 410 9548

TOTAL P.02
PAGE.02

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. The Bank, an
(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. Alabama
(State or country under the law of which it is incorporated)
3. 63-037-4307
(FEI number, if applicable)
4. Upon qualification
(Date of incorporation) 5/9/57
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 5/9/57
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)
7. The Bank, 17 North 20th Street, Birmingham, Alabama 35203
(Current mailing address)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8. Ordinary banking activities, including accepting deposits and making loans.
(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: Mr. Terry Dubose
Office Address: 7522 Front Beach Road
Panama City, Florida, 32407
(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.

Terry Dubose
(Registered agent's signature)

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

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

ATTACHMENT I
THE BANK
OFFICERS

James A. Taylor
17 North 20th Street
Birmingham, AL 35203

Chairman of the Board

Robert S. McKean
17 North 20th Street
Birmingham, AL 35203

President and Chief Executive Officer

David R. Carter
17 North 20th Street
Birmingham, AL 35203

Executive Vice President and Chief Financial Officer

Vacant

Secretary/Treasurer

ATTACHMENT II
THE BANK
BOARD OF DIRECTORS

James A. Taylor
The Banc Corporation
17 North 20th Street
Birmingham, AL 35203-4003

James A. Taylor, Jr.
The Banc Corporation
17 North 20th Street
Birmingham, AL 35203-4003

David R. Carter
The Banc Corporation
17 North 20th Street
Birmingham, AL 35203-4003

L. Jeffers Fowlkes
Birmingham OB/GYN
860 Montclair Road, Suite 654
Birmingham, AL 35213

Alexander W. Jones
Pritchard McCall & Jones, LLC
505 20th Street North
Birmingham, AL 35203

Barry Morton
Robins-Morton Group
400 Shades Creek Parkway
Suite 200
Birmingham, AL 35209

Glenn Guthrie
J.C. Bradford & Company
800 Shades Creek Parkway
Suite 800
Birmingham, AL 35209

Roger Barker
Rock Boy Investments LLC
111 Oxmoor Road
Birmingham, AL 35209

Isabelle Tombrello
926 Ventura Drive
McCalla, AL 35111

T. Owen Vickers
Birmingham Hide & Tallow
P. O. Box 1596
Birmingham, AL 35201

Robert S. McKean
The Bank of Birmingham
17 North 20th Street
Birmingham, AL 35203

Larry D. Striplin, Jr.
Nel-Brand Glass Contractors
2924 3rd Avenue South
Birmingham, AL 35233

Terry DuBose
Emerald Coast Bank
7522 Front Beach Road
Panama City, FL 32407

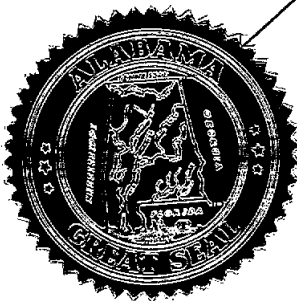
James Mailon Kent, Jr.
Mailon Kent Insurance Agency
2700 Highway 280 South
Suite 350 East
Birmingham, AL 35253

Thomas E. Jernigan, Jr.
Marathon Corporation
150 Hollywood Boulevard
Childersburg, AL 35044

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that The Bank incorporated in Jefferson County, Warrior, Alabama on May 9, 1957. I further certify that the records do not disclose that said The Bank has been dissolved. _____



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 14, 2000

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State