

**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Rod Jones
rjones@shutts-law.com

Phone: 407-835-6906
Fax: 407-849-7206

September 26, 2002

Ms. Karon Beyer
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

900008080729--1
-09/27/02-01054-004
*****78.75 *****78.75

**Re: Application of Integrity Bank, a Georgia banking corporation,
for a certificate of authority to transact business in Florida**

Dear Ms. Beyer:

As discussed in our recent telephone conversation, and pursuant to the provisions of Florida Statutes Sections 607.1501, *et seq.*, please find enclosed the application of Integrity Bank, Alpharetta, Georgia, a banking corporation organized under the laws of the State of Georgia (the "Bank"), for a certificate of authority to transact business in Florida under the name "Integrity Bank," together with a letter addressed to me from Mr. Alex Hager, Director of the Division of Banking of the Department of Banking and Finance (the "Department"), communicating the Department's acquiescence in this proposal. Also enclosed is Shutts & Bowen's check payable to the Department of State in the amount of \$78.75, to cover the filing fees for the application and the designation of a resident agent, and the return of a certified copy of the certificate of authority.

Thank you for your assistance in this regard. Should you have questions concerning any aspect of the foregoing or the enclosures, please do not hesitate to call me.

Name	
Availability	
Document Examiner	lelt
Updater	
Verifier	
Enclosures	
Acknowledgement	
cc: Mr. Steven M. Skow	
P. Verifier	
ORFDOCS 10137008.1 RJ	

Sincerely,

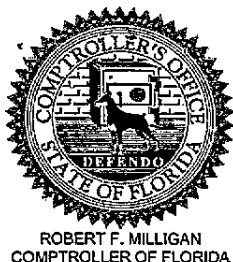
Rod Jones

FG (meal)

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FILED 35
COPY 8.75
AGENT 35
TOTAL 78.75
BALANCE

502A000355441



OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

September 9, 2002

Rod Jones, Esquire
Shutts & Bowen, LLP
300 South Orange Avenue
Suite 1000
Orlando, Florida 32801

Re: Integrity Bank

Dear Mr. Jones:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which is a Georgia banking corporation wishing to establish a loan production office in Palm Beach County .

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of 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 will not object to the use of the above corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

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

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Integrity Bank
(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:

Rod Jones, Esq.
(Name of Person)

Shutts & Bowen, LLP
(Firm/Company)

300 South Orange Avenue, Suite 1000
(Address)

Orlando, Florida 32801
(City/State/Zip)

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

Rod Jones at (407) 835-6906
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER 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

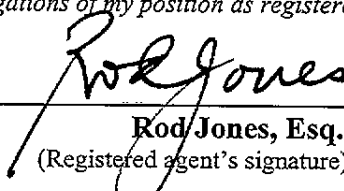
**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*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. Integrity Bank
(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. 58-2505656
(State of country under the law of which it is incorporated) (FEI number, if applicable)
4. June 16, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipate commencement of business in October, 2002
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11140 State Bridge Road, Post Office Box 2008
Alpharetta, Georgia 30022
(Current mailing address)
8. Loan Production Office (retail and commercial lending)
(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: Shutts & Bowen, LLP
Office Address: 300 South Orange Avenue, Suite 1000
Orlando, Florida 32801
(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.


By: Rod Jones, Esq.
(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 ATTACHED SCHEDULE**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address ONLY - P.O.Box NOT acceptable) **SEE ATTACHED SCHEDULE**

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. Steven M. Skow, President and CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven M. Skow, President and CEO
(Typed or printed name and capacity of person signing application)

MANAGEMENT

Board of Directors

Chairman of the Board: Clinton M. Day

Directors: James E. Bridges
Don C. Hartsfield
Jack S. Murphy
Richard H. Peden, Sr.
Charles J. Puckett
Gerald O. (Neal) Reynolds
Steven M. Skow

(all may be contacted c/o Integrity Bank
11140 State Bridge Road
Post Office Box 2008
Alpharetta, Georgia 30022)

MANAGEMENT

Executive Officers

President & CEO:

Steven M. Skow

Executive Vice President
and Senior Lending Officer:

R. E. (Rob) Skeen, III

Senior Vice President
and Chief Financial Officer:

Rita B. Gray

ORLDOCS 10135067.1 RJ

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 022681022
CONTROL NUMBER : 0027903
DATE INCORPORATED: 06/16/2000
JURISDICTION : GEORGIA
PRINT DATE : 09/25/2002
FORM NUMBER : 256

ROD JONES/SHUTTS & BOWEN
300 SOUTH ORANGE AVENUE
SUITE 1000
ORLANDO, FL 32801

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

INTEGRITY 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