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BALCH & BINGHAM LLP

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jthornton@balch.com

December 17, 2004

BY FEDEX

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Vision Bancshares, Inc.** - Application by Foreign Corporation for
Authorization to Transact Business in Florida

Dear Sir/Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," together with Certificate of Existence are submitted to register the above referenced foreign corporation to transact business in Florida. Also enclosed is our check in the amount of \$87.50 to cover your filing fee.

Please return the Certificate of Status and Certified Copy of the registration in the pre-addressed envelope that I have provided for your convenience. *not enclosed*

If you have any questions or problems with this request, please do not hesitate to call me. Thank you for your assistance in this matter.

Sincerely,


James L. Thornton

jt
Enclosures

cc: Bill Blackmon
Mike Waters

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 29, 2004

JAMES L. THORNTON
BALCH & BINGHAM LLP
PO BOX 306
BIRMINGHAM, AL 35203-2628

SUBJECT: VISION BANCSHARES, INC.
Ref. Number: W04000047431

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TALLAHASSEE, FLORIDA

We have received your document for VISION BANCSHARES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms BANK, BANC, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 204A00071931

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

January 3, 2005

Ms. Lydia Lott
Florida Research & Filing Services, Inc.
1211 Circle Drive
Tallahassee, Florida 32301

Re: Vision Bancshares, Inc.

Dear Ms. Lott:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed one bank holding company for Vision Bank, located in Wewahatche, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity
Director
Division of Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

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**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. Vision Bancshares, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama 3. 63-1230752
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 16, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Business in Florida will commence the date of registration.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2200 Stanford Road, Panama City, Florida 32405
(Principal office address)

2201 West 1st Street, P.O. Box 4649, Gulf Shores, Alabama 36457
(Current mailing address)

8. Bank holding company
(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 NOT acceptable)

Name: Charles S. Isler, III

Office Address: 434 Magnolia Avenue

Panama City, Florida 32401
(City) (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: Charles S. Isler, III
(Registered agent's signature)
Charles S. Isler, III

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: J. Daniel Sizemore

Address: 33343 River Road

Orange Beach, AL 36561

Vice Chairman: N/A

Address: _____

Director: R.J. Billingsley, Jr.

Address: P.O. Box 190279

Mobile, AL 36619

Director: J. Donald Boggus, Jr.

Address: 281 Happy Talk Trail

Jasper, GA 30143

*Please see attached list of additional directors

B. OFFICERS

President: J. Daniel Sizemore

Address: 33343 River Road

Orange Beach, AL 36561

Vice President: William E. Blackmon

Address: 16362 Hamlet Lane

Foley, Alabama 36535

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. William E. Blackmon
(Signature of Director or Officer listed in number 12 of the application)

14. William E. Blackmon, CFO
(Typed or printed name and capacity of person signing application)

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Vision Bancshares, Inc.

List of Additional Directors

Warren Banach, M.D.
112 Abbey Lane
Enterprise, AL 36330

Julian Brackin
23629 2nd Street
Montrose, AL 36559

James D. Campbell
3107 W. 30th Court
Panama City, FL 32405

Joe C. Campbell
P.O. Box 1069
Cullman, AL 35056

Joey W. Ginn
3302 Country Club Drive
Lynn Haven, FL 32444

Charles S. Isler, III
P.O. Box 430
Panama City, FL 32402

Robert S. McKean
32803 Marlin Key Drive
Orange Beach, AL 36561

William D. Moody
P.O. Box 2433
Gulf Shores, AL 36547

Patrick Willingham, CPA
30475 Harbour Drive
Orange Beach, AL 36561

Royce T. Winborne
3302 Nighthawk Lane
Pensacola, FL 32506

Gordon Barnhill, Jr.
P.O. Box 644
Robertsdale, AL 36567

Donald W. Peak
2401 32nd Street
Northport, AL 35476

Rick A. Phillips
P.O. Box 3351
Gulf Shores, AL 36547

Daniel M. Scarbrough, M.D.
30815 Peninsula Drive
Orange Beach, AL 36561

Thomas Gray Skipper
P.O. Box 38
Fulton, AL 36446

George W. Skipper, III
307 Skipper Drive
Jackson, AL 36545

J. Douglas Warren
4560 Bayou Court
Ono Island
Orange Beach, AL 36561

James R. Owen, Jr.
P.O. Box 895
Gulf Shores, AL 36547

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TALLAHASSEE, FLORIDA

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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 Vision Bancshares, Inc. incorporated in Baldwin County, Gulf Shores, Alabama on July 16, 1999. I further certify that the records do not disclose that said Vision Bancshares, Inc. 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.

October 28, 2004

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State

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