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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

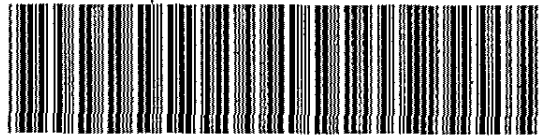
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03/15/05--01039--007 \*\*78.75

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TALLAHASSEE, FLORIDA

T. Brumbley APR 12 2005

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** First Carolina State 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:

Joseph D. Reid, III  
(Name of Person)  
Capitol Bancorp Limited  
(Firm/Company)  
200 Washington Square North  
(Address)  
Lansing, Michigan 48933  
(City/State and Zip code)

For further information concerning this matter, please call:

Joseph D. Reid III at ( 517 ) 487-6555  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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  
Glenda E. Hood  
Secretary of State

March 16, 2005

JOSEPH D. REID, III  
CAPITOL BANCORP LIMITED  
200 WASHINGTON SQUARE NORTH  
LANSING, MI 48933

SUBJECT: FIRST CAROLINA STATE BANK  
Ref. Number: W05000013642

We have received your document for FIRST CAROLINA STATE BANK and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

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

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 105A00018037

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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

March 23, 2005

Ms. Anne M. Winters  
Executive Assistant  
Capitol Bancorp Center  
200 Washington Square North  
Lansing, Michigan 48933

Dear Ms. Winters:

Re: First Carolina State Bank

Thank you for your recent letter/fax requesting approval of the above-referenced name which is a state-chartered financial institution located in Rocky Mount, North Carolina.

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

Therefore, the Office will not object to the use of the above name being registered as a foreign corporation in the state of Florida. This does not authorize the institution to engage in a banking business in the state of Florida. Proper regulatory approvals will be required.

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

Joseph A. Smith, Jr., Commissioner-North Carolina Banking Commission

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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. First Carolina State Bank  
(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. North Carolina 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 27, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 137 N. Winstead Avenue, Rocky Mount, NC 27804  
(Principal office address)

same as above  
(Current mailing address)

8. Conduct solicitation and origination of loans by employees  
of First Carolina State Bank  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

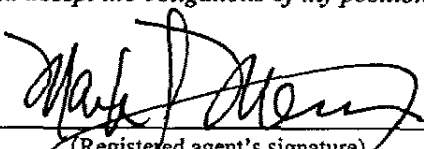
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Mark L. Morris

Office Address: Key West Professional Centre  
Building K - Suites 223-225 1342 Colonial Blvd.  
Fort Myers, Florida 33907  
(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.*

  
(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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

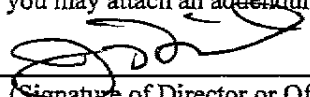
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Joseph D. Reid III, Corporate Counsel  
(Typed or printed name and capacity of person signing application)

2/24/2005

# **First Carolina State Bank**

## ***Directors and Officers***

**Ms. Peggy M. Braswell - Retired**

**Mr. Richard C. Davenport - President**  
Calvin Davenport, Inc.

**Mr. Bruce D. Jones - President, Southeast Region**  
Capitol Bancorp Limited  
403 Louise Avenue  
China Grove, NC 28023

**Mr. W. H. Kimball - Retired, Vice President of Sales**  
Kenan Transport

**Mr. Melvin M. Mitchell - President**  
Melvin Mitchell Allstate Insurance Agency

**Mr. David A. Parker - President & CEO**  
First Carolina State Bank  
137 North Winstead Avenue  
Rocky Mount, NC 27804

**Mr. James E. Rabil - President**  
Chambliss & Rabil Contractors, Inc.

**Mr. Joseph D. Reid III - Corporate Counsel**  
Capitol Bancorp Limited  
200 Washington Square North  
Lansing, MI 48933

**Mr. Joseph D. Reid - Chairman & CEO**  
Capitol Bancorp Limited  
200 Washington Square North  
Lansing, MI 48933

**Mr. William S. Rowe -**

**Mr. Charles D. Smith - President**  
First Carolina Communications, Inc.

**Dr. Randall C. Stewart - President & Physical Therapist**  
Carolina Physical Therapy Contractors, Inc.

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**First Carolina State Bank  
Officers**

Joseph D. Reid	Chairman
David A. Parker	President
Randy C. Stewart	Secretary
Ted E. Whitehurst	Executive Vice President & CLO
Gail H. Cheshire	Senior Vice President & CFO
Steven M. Cobb	Vice President
Edward G. Taylor	Vice President

**First Carolina State Bank**  
171 North Winstead Avenue  
Rocky Mount, NC 27804  
252-937-2152

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STATE  
TALLAHASSEE, FLORIDA





# NORTH CAROLINA

## Department of The Secretary of State

### CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

### FIRST CAROLINA STATE BANK

is a bank duly incorporated under Chapter 53 and Chapter 55 of the North Carolina General Statutes, having been incorporated on the 29th day of March, 2004 with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the articles of incorporation of First Carolina State Bank not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of February, 2005

*Elaine F. Marshall*

Secretary of State