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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

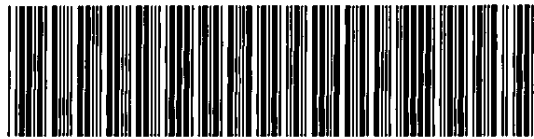
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Merchants and Farmers 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:

Craig N. Landrum, Esq.

(Name of Person)

Watkins Ludlam Winter & Stennis, P.A.

(Firm/Company)

P. O. Box 427 (633 N. State Street, Jackson, MS 39202)

(Address)

Jackson, MS 39205-0427

(City/State and Zip code)

For further information concerning this matter, please call:

Craig Landrum

(Name of Person)

at ( 601 ) 949-4973

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

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TALLAHASSEE, FL 32301  
SECRETARY OF STATE



**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

August 16, 2006

Ms. Linda S. Dale  
Parelegal  
Watkins Ludlam Winter & Stennis, P.A.  
Post Office Box 427  
Jackson, Mississippi 39205-0427

Re: Merchants and Farmers Bank

Dear Ms. Dale :

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a state-chartered bank located in Mississippi, and will be operating a loan production office in state of Florida.

As 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. The Office will not object to the use of the above name being registered to transact business 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

LBC:ker

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

**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. Merchants and Farmers 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. Mississippi**

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

**3. 64-0202960**

(FEI number, if applicable)

**4. July 16, 1890**

(Date of incorporation)

**5. Perpetual**

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

**6. Anticipate commencement of business upon approval.**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 134 W. Washington Street, Kosciusko, MS 39090**

(Principal office address)

**P. O. Box 520, Kosciusko, MS 39090-0520**

(Current mailing address)

**8. Operation of a loan production office.**

(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: **CT Corporation System**

Office Address: **1200 S. Pine Island Rd.**

**Plantation**, Florida **33324**

(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.*

See attached "Acceptance of Appointment".

(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.**

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TALLAHASSEE, FLORIDA

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## ACCEPTANCE OF APPOINTMENT

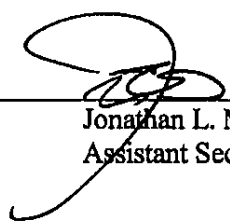
RE: Merchants and Farmers Bank

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: August 14, 2006

C T CORPORATION SYSTEM

By

  
Jonathan L. Miles,  
Assistant Secretary

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TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Hugh S. Potts, Jr., Chairman, Director

Address: 134 W. Washington Street, Kosciusko, MS 39090

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

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

Director: Scott M. Wiggers, President, COO, Director

Address: 134 W. Washington Street, Kosciusko, MS 39090

Director: John Copeland, EVP, CFO, Director

Address: 134 W. Washington Street, Kosciusko, MS 39090

SEE ATTACHED LIST FOR ADDITIONAL DIRECTORS.

**B. OFFICERS**

President: Scott M. Wiggers, President, COO, Director

Address: 134 W. Washington Street, Kosciusko, MS 39090

Vice President: SEE ATTACHED LIST FOR ADDITIONAL OFFICERS.

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 Director or Officer listed in number 12 of the application)

14. Scott M. Wiggers. President/COO

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***Merchants and Farmers Bank***  
***Application for Certificate of Authority***  
**State of Florida**

12A. Name and business addresses of current board of directors:

<b>Name of Director</b>	<b>Business Address</b>
Hugh S. Potts, Jr.	134 W. Washington St., Kosciusko, MS 39090
Scott M. Wiggers	134 W. Washington St., Kosciusko, MS 39090
Jeffrey Camp	134 W. Washington St., Kosciusko, MS 39090
Hollis Cheek	134 W. Washington St., Kosciusko, MS 39090
Jon A. Crocker	134 W. Washington St., Kosciusko, MS 39090
Toxey Hall, III	134 W. Washington St., Kosciusko, MS 39090
Barbara K. Hammond	134 W. Washington St., Kosciusko, MS 39090
Charles V. Imbler	134 W. Washington St., Kosciusko, MS 39090
J. Marlin Ivey	134 W. Washington St., Kosciusko, MS 39090
R. Dale McBride	134 W. Washington St., Kosciusko, MS 39090
Susan P. McCaffery	134 W. Washington St., Kosciusko, MS 39090
Mike Nelson	134 W. Washington St., Kosciusko, MS 39090
Otho E. Pettit, Jr.	134 W. Washington St., Kosciusko, MS 39090
Charles W. Ritter, Jr.	134 W. Washington St., Kosciusko, MS 39090
L. F. Sams, Jr.	134 W. Washington St., Kosciusko, MS 39090
Mike Sanders	134 W. Washington St., Kosciusko, MS 39090
W. C. Shoemaker	134 W. Washington St., Kosciusko, MS 39090
Larry Terrell	134 W. Washington St., Kosciusko, MS 39090
James I. Tims	134 W. Washington St., Kosciusko, MS 39090

12B. Name and business addresses of current officers:

<b>Name of Officer</b>	<b>Business Address</b>
Hugh S. Potts, Jr., Chairman	134 W. Washington St., Kosciusko, MS 39090
Scott M. Wiggers, President/COO	134 W. Washington St., Kosciusko, MS 39090
Robert K. Autry, Jr., EVP	134 W. Washington St., Kosciusko, MS 39090
Michael E. Crandell, EVP	134 W. Washington St., Kosciusko, MS 39090
Jeffrey A. Camp, EVP	134 W. Washington St., Kosciusko, MS 39090
John Copeland, EVP, CFO	134 W. Washington St., Kosciusko, MS 39090
Mark Hartnett, SVP	134 W. Washington St., Kosciusko, MS 39090
Grover C. Kinney, SVP	134 W. Washington St., Kosciusko, MS 39090
Steve Upchurch, SVP	134 W. Washington St., Kosciusko, MS 39090



## DEPARTMENT OF BANKING AND CONSUMER FINANCE

### Certificate of Good Standing

I, John S. Allison, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, do certify that under provisions of Section 81-3-13, Mississippi Code of 1972, the Merchants and Farmers Bank, Kosciusko, Attala County, Mississippi, is a State chartered bank, and has been in continuous operation since its chartering in 1890, and is a bank in good standing according to the laws of the State of Mississippi;

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 14th day of August, 2006.



John S. Allison  
Commissioner

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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