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(City/State/Zip/Phone #)

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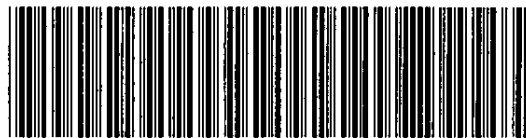
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 10 AM 11:53

APPROVED  
AND  
FILED

B. McKnight APR 11 2008

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P.O. BOX ONE  
GAINESVILLE, GEORGIA 30503

SUCCESSOR TO  
WHELCHER & DUNLAP, LLP  
CAREY, JARRARD & WALKER, LLP  
JAMES A. DUNLAP (1920-2005)  
R. THOMAS JARRARD (1943-2007)  
TELEPHONE (770) 535-4001  
FAX (770) 532-7361  
WWW.WOJWLAW.COM

April 2, 2008

Florida Department of State, Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

**Re: Application for Foreign Registration – Hamilton State Bank**

Dear Sir or Madam,

Please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida for Certificate of Authority, which we are filing on behalf of our client, Hamilton State Bank, a Georgia banking corporation. You will also find enclosed:

1. Florida New Filing Cover Letter;
2. Letter from the Florida Office of Financial Regulation, indicating no objection to our client using this name in Florida;
3. Certificate of Existence from the Georgia Secretary of State, dated February 6, 2008;
4. Copy of Resolution of the Board of Directors of Hamilton State Bank, authorizing use of the fictitious name Hamilton State Bank, Inc., in states where the "Inc." or similar designation is required, certified by Secretary Neal W. Booth; and
5. Our firm check in the amount of \$70.00, in payment of filing fees for same.

Please feel free to contact me if you need anything further, or have any questions at all.

With best regards, we remain

Sincerely,

WHELCHER, DUNLAP,  
JARRARD & WALKER, LLP



Cara R. Mitchell

CRM:bhs  
Enclosures

cc: Mr. Neal Booth  
P:\CRM\Letters\SOS Florida re Hamilton State Bank.doc

## COVER LETTER

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

**SUBJECT:** Hamilton State Bank, Inc.

(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:

Cara R. Mitchell

(Name of Person)

Whelchel, Dunlap, Jarrard & Walker, LLP

(Firm/Company)

PO Box 1

(Address)

Gainesville GA 30503

(City/State and Zip code)

For further information concerning this matter, please call:

Cara Mitchell

(Name of Person)

at ( 770 ) 535-4001

(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



**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

June 12, 2006

Cara R. Mitchell, Esquire  
Whelchel & Dunlap, LLP  
Post Office Box One  
Gainesville, Florida 30503

Re: Hamilton State Bank

Dear Ms. Mitchell:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a state-chartered bank located in Braselton, Georgia, 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

08 APR 10 4:11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**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. Hamilton State Bank, 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. Georgia

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. 08-06-2004

(Date of incorporation)

5. perpetual

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

6. \_\_\_\_\_

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

7. 1907 Hwy 211 Hoschton, GA 30548

(Principal office address)

1907 Hwy 211, Hoschton, GA 30548

(Current mailing address)

8. consumer loans (residential)

(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 Corporations System

Office Address: 1200 S. Pine Island Rd

Plantation

(City)

, Florida 33324


(Zip code)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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.*

  
\_\_\_\_\_  
Ternell Kearney Asst. Secretary  
(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: Robert C. Oliver

Address: 1907 Hwy 211  
Hoschton, GA 30548

~~Vice Chairman:~~ Directors: Barry Conner Harold Smith  
Address: 1907 Hwy 211 1907 Hwy 211  
Hoschton, GA 30548 Hoschton, GA 30548

Director: James Hinshaw, Sr. Calvin L. Hudson  
Address: 1907 Hwy 211 1907 Hwy 211  
Hoschton, GA 30548 Hoschton, GA 30548

Director: James D. Magnus Danny Scroggs  
Address: 1907 Hwy 211 1907 Hwy 211  
Hoschton, GA 30548 Hoschton, GA 30548

**B. OFFICERS**

President: David H. Dye  
Address: 854 Washington St  
Gainesville, GA 30501

Vice President: Mike E. Ricketson  
Address: 1907 Hwy 211  
Hoschton GA 30548

Secretary: Neal W. Booth  
Address: 1907 Hwy 211, Hoschton GA 30548

Treasurer: Mike E. Ricketson  
Address: 1907 Hwy 211, Hoschton GA 30548

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

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

14. Neal W. Booth, Executive VP, Secretary  
(Typed or printed name and capacity of person signing application)

APPROVED  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTACHMENT TO Application by Foreign Corporation to Transact Business in Florida

Question 12 – Additional Directors

Name: David H. Dye  
Title: Director  
Business Address: 854 Washington Street  
Gainesville, GA 30501

Name: William Caiaccio  
Title: Director  
Business Address: 1907 Highway 211  
Hoschton, GA 30548

APPROVED  
AND  
FILED  
09 APR 10 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 10 AM 11:51

## CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

### HAMILTON STATE BANK

#### Domestic Bank

was duly incorporated on 08/06/2004 in Georgia. 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 6th day of February, 2008

Karen C Handel  
Secretary of State