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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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DEPARTMENT OF STATE
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FOREIGN PROFIT/NONPROFIT CORPORATION

Evolve Bank & Trust Corporation

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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MRS 2/9



OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

January 26, 2009

Ms. Carla Reynolds
8000 Centerview Parkway
Suite 500
Cordova, TN 38018

Re: Evolve Bank & Trust Corporation

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is an Arkansas financial institution with banking and trust powers chartered under the laws of the State of Arkansas.

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 in the state of Florida as described in your letter of December 23, 2008, and subject to the following in the paragraph below.

The restrictions of Section 660.41, Florida Statutes, apply to the activities of the bank. Also, at any time that activities described in your December 23, 2008, letter as "marketing activities" are conducted by or on behalf of the bank in Florida, the bank will be expected to contact the Office with specifics and provide information the Office deems necessary to evaluate the activity, as well as enter into agreements with the Office regarding the activity if the Office deems it appropriate.

This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Department of State
Arkansas State Banking Department, Little Rock, Arkansas
Tennessee Department of Financial Institutions, Nashville, TN

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

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AGRICULTURE

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TALLAHASSEE, FLORIDA

**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. Evolve Bank & Trust Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Arkansas 3. 71-0057070
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/5/1925 5. Perpetual
(Date of incorporation) (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. 8000 Centerview Parkway, Suite 500, Memphis, TN 38018
(Principal office address)

8000 Centerview Parkway, Suite 500, Memphis, TN 38018
(Current mailing address)

8. See Attached
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

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.

C T Corporation System

Bernadette McNamara

By: Bernadette McNamara
(Registered agent's signature)

Assistant Secretary

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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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: _____

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

13. Scott Stafford, Pres. / CEO
(Signature of Director or Officer listed in number 12 of the application)

14. Scott Stafford, President & CEO
(Typed or printed name and capacity of person signing application)

Qualification to do Business in Florida
Item 8 – Purpose Attachment

Bank desires to transact fiduciary activities in Florida that may involve serving as a trustee or custodian in various capacities, which may include settlement trusts; transfers to minors; individual retirement accounts and other potential trust and custodial arrangements. The Bank does not intend at this time to establish an office in Florida for the purpose of conducting marketing activities.

**Evolve Bank & Trust
Board of Directors
As of 1-8-09**

Donald B. Clanton
2225 Malone Road
Nesbit, MS 38651-3809
Office: 901-260-6917
Cell: 901-647-4106
Email: dclanton@duncanw.com

E. James (Jim) House, Jr.
Evolve Bank & Trust
8000 Centerview Parkway, Suite 500
Memphis, TN 38018
Office: 901-624-5500
Cell: 901-493-4299
Email: jhouse@evolvefinancialgroup.com

James R. (J. De) DeHart
The DeHart Group
81 Peyton Parkway, Suite 104
Collierville, TN 38017
Office: 901-853-4900
Cell: 901-569-1841
Email: jdehart@thedehartgroup.com

B. Scot Lenoir, Chairman
Evolve Bank & Trust
8000 Centerview Parkway, Suite 500
Memphis, TN 38018
Office: 901-624-5500
Cell: 901-351-3682
Email: slenoir@evolvefinancialgroup.com

W. Scott Stafford
Evolve Bank & Trust
8000 Centerview Parkway, Suite 500
Memphis, TN 38018
Office: 901-624-5500
Cell: 901-351-3682
Email: ssafford@evolvefinancialgroup.com

Stephen W. Valentine
4554 Normandy
Memphis, TN 38117
Cell: 901-299-8372
Email: swvalent@bellsouth.net

**Evolve Bank & Trust
Election of Officers**

Officers Approved at Annual Board Meeting January 22, 2008

Chairman of the Board	Scott Lenoir
Chief Executive Officer President/Secretary	Scott Stafford
Chief Operating Officer Executive Vice President	John Chandler
Executive Vice President	Clyde D Kelso III
Senior Trust Officer Executive Vice President	Kenneth B Lenoir
Chief Financial Officer Executive Vice President/Treasurer	John Clement
Senior Vice President Loan Officer	Reba Rogers
Chief Compliance Officer BSA Officer CRA Officer	Laurie Kerr
Chief Auditor	Carla Reynolds
Security Officer Assistant Vice President	Linda Lewis
Assistant Vice President	Jeanne Reeves
Senior Trust Officer Vice President	Michael Now (Reg O Exempt)
Controller Assistant Vice President	Amanda West (Reg O Exempt)
IT Officer	Chris Gulley (Reg O Exempt)
Data Processing Manager Assistant Vice President	Yvonne Person (Reg O Exempt)
Senior Vice President	Andrew Cook (Reg O Exempt)
Trust Operations Officer	Jeffrey Hamun (Reg O Exempt)

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**Arkansas Secretary of State
Charlie Daniels**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Capitol Building • Little Rock, Arkansas 72201-1094 • 501-682-3409

Certificate of Good Standing

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

EVOLVE BANK & TRUST

has currently met all franchise tax requirements as filed with this office.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 16th day of January 2009.

Charlie Daniels

Charlie Daniels
Secretary of State

Online Certificate Authorization Code: c64f79b174a1841

To verify the Authorization Code, visit sos.arkansas.gov

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Arkansas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Bank Department

Certificate of Good Standing

STATE OF ARKANSAS

COUNTY OF PULASKI

I, Candace A. Franks, Bank Commissioner, Arkansas State Bank Department, and as such, keeper of the records of Arkansas state chartered banks, do hereby certify that the records of this office reflect

**Evolve Bank & Trust
West Memphis, Arkansas**

as a bank chartered under the laws of the State of Arkansas, qualified in Arkansas, to do general banking business.

I further certify that as far as the records reflect, this bank is at this time qualified and in good standing in Arkansas.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Bank Commissioner, State of Arkansas, to be affixed this 26th day of January 2009.



Candace A. Franks

Candace A. Franks
Bank Commissioner