

To:

Page: 02 of 20

2022-10-25 10:49:08 CST

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From: Lexus Wingo

10/25/22, 12:45 PM

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (954)208-0845
Fax Number : (614)573-3996

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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2022 OCT 25 AM 8:36

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
UNITED COMMUNITY BANK

Certificate of Status	0
Certified Copy	1
Page Count	19
Estimated Charge	\$43.75

2022 OCT 25 PM 2:44

Electronic Filing Menu

Corporate Filing Menu

Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000003913

(Document number of corporation (if known))

1. UNITED COMMUNITY BANK

(Name of corporation as it appears on the records of the Department of State)

2. GA

(Incorporated under laws of)

3. 07/01/2020

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

South Carolina

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

2022 OCT 25 AM 8:36

FILED

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
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Melinda Davis Lux

2022 OCT 25 Fri 8:38

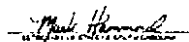
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Oct 24 2022
REFERENCE ID: 1147772

Filing ID: 210621-1648124

Filing Date: 06/21/2021



**SOUTH CAROLINA
SECRETARY OF STATE**

DOMESTICATION OF A FOREIGN CORPORATION

ARTICLES OF DOMESTICATION

The following foreign corporation hereby domesticates to South Carolina as a South Carolina corporation pursuant to the provisions of 1976 S.C. Code of Laws, as amended, Section 33-9-100 by filing these articles of domestication and making the following certification:

1. The name of the domestication corporation which complies with 1976 S.C. Code of Laws, as amended Section 33-4-101 is:

UNITED COMMUNITY BANK

2. The initial registered agent for service of process of the corporation is:

C T CORPORATION SYSTEM

(Name)

(Signature)

and the street address in South Carolina for this agent for service of process is:

2 OFFICE PARK CT STE 103

(Street Address)

COLUMBIA, South Carolina 29223

(City, State, Zip Code)

3. The corporation is authorized to issue shares of stock as follows: (Complete "a" or "b" as may be applicable)

☐ a. The corporation is authorized to issue a single class of shares. The total number of authorized shares is:

☒ b. The corporation is authorized to issue more than one class of shares:

Class of Shares:

Authorized No. of Each Class:

Common

10,000,000

Preferred

10,000,000

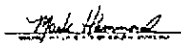
The relative right, preference, and limitations of the shares of each class, and of each series within a class, are as follows:

See attached.

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Mark Hammond
South Carolina Secretary of State

UNITED COMMUNITY BANK

Name of Corporation

4. The former state or jurisdiction of incorporation and date of incorporation are:

Georgia

02/18/1949

5. If the name of the corporation is different than the corporation domesticating in South Carolina, then state the former name here:

6. The domesticating corporation shall file within five business days, with the state where the corporation was previously incorporated, articles of dissolution or the equivalent or such other appropriate filing as authorized by the law of such state.

7. These articles of domestication do not contain any provision that would require action by one or more separate voting groups on a proposed amendment to the articles of incorporation pursuant to Section 33-10-104 of the 1976 S.C. Code of Laws, as amended.

8. These articles of domestication were authorized by a majority of the votes cast by all shareholders entitled to vote on the proposal. If the articles of incorporation or other charter document state a greater vote was required, then please state that amount here:
Two-thirds.

9. Unless a delayed effective date is specified these articles will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date : 07/01/2021

10. Name, address and signature of the director or officer authorized to sign these articles:

Melinda Davis Lux

(Name)

General Counsel

(Title)

2 West Washington Street, Suite 700

(Street Address)

Greenville, South Carolina 29601

(City, State, Zip Code)

Signed as Filer: Mary Campbell

(Signature)

Melinda Davis Lux

(Type or Print Name)

864-373-2247

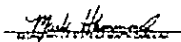
(Telephone Number)

06/21/2021

(Date)

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SOUTH CAROLINA SECRETARY OF STATE

CERTIFICATE OF CONVERSION TO A SOUTH CAROLINA STATE BANK

UNITED COMMUNITY BANK

TYPE OR PRINT CLEARLY IN BLACK INK FILING FEE: \$135.00

United Community Bank, a Georgia State bank (the "*Converting Bank*") hereby converts to a South Carolina State bank pursuant to the provisions of Section 34-3-810 of the 1976 South Carolina Code of Laws, as amended, by filing this certificate of conversion.

1. The name of the Converting Bank and place of business as a Georgia State bank and the name that it proposes to use as its corporate name after becoming a banking corporation under the laws of this State (the "*State Bank*") is:

Name of Converting Bank: United Community Bank (Georgia)

Address of Main Office: 177 Highway 515 East, Blairsville, Georgia 30512

Name to be used after becoming a banking corporation under the laws of South Carolina:
United Community Bank

2. The State Bank shall have the authority to issue 10,000,000 shares of common stock, no par value per share, and 10,000,000 shares of preferred stock, no par value per share.

3. The principal place of business of the State Bank in South Carolina will be 2 West Washington Street, Suite 700, Greenville, SC 29601.

4. Names of the Converting Bank's directors and officers at the date of its dissolution as a Georgia State bank, and who will constitute its directors and officers as the State Bank:

OFFICERS:

H. Lynn Harton – Chief Executive Officer

Jefferson Harralson – Executive Vice President and Chief Financial Officer

Melinda Davis Lux – Executive Vice President, General Counsel and Corporate Secretary

Robert A. Edwards – Executive Vice President and Chief Risk Officer

Richard W. Bradshaw – President and Chief Banking Officer

Mark Terry – Chief Information Officer

DIRECTORS:

H. Lynn Harton (Chairman)

Thomas A. Richlovsky

Robert Blalock

James P. Clements

L. Cathy Cox

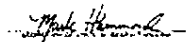
Kenneth L. Daniels

Lance F. Drummond

Jennifer Mann

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David C. Shaver
Tim Wallis
David H. Wilkins

5. The date upon which the State Bank's dissolution as a Georgia State bank shall become effective and upon which date it shall commence business as a State bank under the laws of South Carolina is 12:01 a.m., July 1, 2021 (the "*Effective Time*"). At the Effective Time, each of the 85,000 issued and outstanding shares of the Converting Bank's common stock will be converted by operation of law into one share of common stock of the State Bank. As of the Effective Time, the Articles of Incorporation of the State Bank shall be the Articles of Incorporation attached hereto as Exhibit A.

* * *

The conversion of the Converting Bank from a Georgia State bank to a State bank has been duly authorized by the owners of at least two-thirds of the Converting Bank's capital stock and by at least a majority of the directors of the Converting Bank.

IN WITNESS WHEREOF, this certificate is executed under seal on the 21st day of June, 2021.

UNITED COMMUNITY BANK

By: Melinda Davis Lee

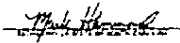
Its: General Counsel

[BANK SEAL]

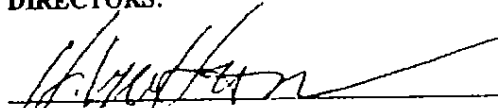
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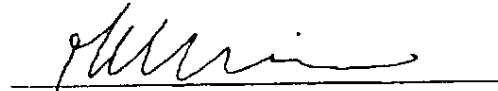
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Mark H. Wingo

DIRECTORS:



H. Lynn Harton


Thomas A. Richlovsky


Robert Blalock



James P. Clements

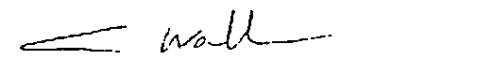
L. Cathy Cox

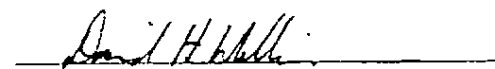

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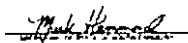

Tim Wallis


David H. Wilkins

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Mark H. Hannon

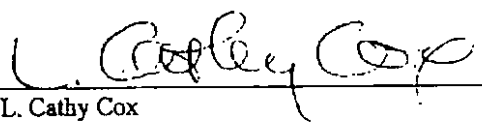
DIRECTORS:

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Thomas A. Richlovsky

Robert Blalock

James P. Clements



L. Cathy Cox

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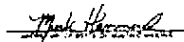
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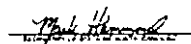
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Thomas A. Richlovsky

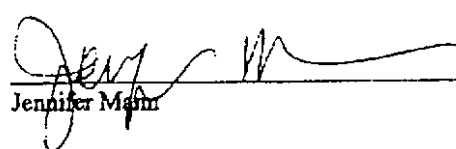
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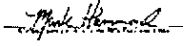
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EXHIBIT A

Articles of Incorporation

(see attached)

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ARTICLES OF INCORPORATION OF UNITED COMMUNITY BANK

For the purpose of organizing an association to perform any lawful activities of state-chartered banks, the undersigned do enter into the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is United Community Bank (the "**Bank**").

ARTICLE TWO ADDRESS AND REGISTERED AGENT

The registered office of the Bank is at 2 Office Park Court, Suite 103, Columbia, South Carolina 29223, and the registered agent at such address is CT Corporation.

ARTICLE THREE CAPITALIZATION

The Bank shall have the authority, exercisable by its board of directors (the "**Board of Directors**"), to issue up to 10,000,000 shares of voting common stock, no par value per share, and 10,000,000 shares of preferred stock, no par value per share.

ARTICLE FOUR PREEMPTIVE RIGHTS

The shareholders shall not have any preemptive rights to acquire additional capital stock in the Bank.

ARTICLE FIVE NO CUMULATIVE VOTING RIGHTS

The Bank elects not to have cumulative voting.

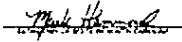
ARTICLE SIX LIMITATION ON DIRECTOR LIABILITY

To the maximum extent permitted by Section 33-2-102(e) of the Code of Laws of South Carolina of 1976, as amended (the "**South Carolina Code**"), or any subsequent provision of like tenor and import, the directors of the Bank shall not have personal liability to the Bank or its shareholders for monetary damages for breach of fiduciary duty as a director. This provision shall eliminate or limit the liability of a director of the Bank to the maximum extent permitted from time to time by the Act or any successor law or laws. Any repeal or modification of the foregoing protection by the shareholders of the Bank shall not adversely affect any right or protection of a

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director of this Bank existing at the time of such repeal or modification. Additionally, the Bank shall have the power to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Bank or is or was serving at the request of the Bank as a director, officer, partner, trustee, employee, or agent of another association, partnership, joint venture, trust, employee benefit plan, or other enterprise, against settlements or reasonable expense (including attorneys' fees) incurred by such person in connection with such action, suit or proceeding, as may be prescribed from time to time in the bylaws which substantially reflect general standards of law as evidenced by the laws of South Carolina, relevant portions of the South Carolina Code, or other generally acceptable standards of banking law as regulated by the State Board of Financial Institutions.

Notwithstanding anything contained herein, the above indemnification provisions shall not allow the indemnification of directors, officers or employees of the Bank against expenses, penalties or other payments incurred in an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties or requiring affirmative action by an individual or individuals in the form of payments to the Bank.

The Bank may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance to indemnify its directors, officers and other employees to the extent that such indemnification is allowed in the preceding two paragraphs. Such insurance may, but need not, be for the benefit of all directors, officers and employees.

ARTICLE SEVEN

CONTROL SHARE ACQUISITIONS

The provisions of Title 35, Chapter 2, Article 1 of the South Carolina Code shall not apply to control share acquisitions of shares of the Bank.

ARTICLE EIGHT

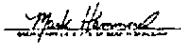
CONSIDERATION OF OTHER CONSTITUENCIES

The Board of Directors, when evaluating any offer by another party to (a) make a tender or exchange offer for any equity security of the Bank outside of the ordinary course of business, (b) merge or consolidate the Bank with any other corporation, (c) purchase or otherwise acquire all or substantially all of the properties and assets of the Bank, or (d) undertake any similar extraordinary corporate transaction with the Bank, may in its discretion, in connection with the exercise of its judgment in determining what is in the best interests of the Bank and its shareholders, give due consideration to: (i) all relevant factors, including without limitation the social, legal, and economic effects on the employees, customers, suppliers, and other constituencies of the Bank and its subsidiaries, on the communities and geographical areas in which the Bank and its subsidiaries operate or are located, and on any of the businesses and properties of the Bank or any of its subsidiaries, as well as such other factors as the directors deem relevant; and (ii) all features of the consideration being offered, not only in relation to the then current market price for the Bank's outstanding shares of capital stock, but also in relation to the then current value of the Bank in a

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Mark Howard

freely negotiate transaction and in relation to the Board of Directors' estimate of the future value of the Bank (including the unrealized value of its properties and assets) as an independent going concern.

ARTICLE NINE APPLICABLE LAW


The Bank is a for-profit corporation and shall be governed by the provisions of the South Carolina Business Corporation Act, § 33-1-101 *et. seq.* of the South Carolina Code, unless matters of corporate governance are specifically displaced by statutes found in § 34-1-10 *et. seq.* of the South Carolina Code, that apply directly and only to banks.

ARTICLE TEN AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the outstanding voting securities of the Bank, unless the vote of the holders of a greater amount of securities is required by law, and in that case by the vote of the holders of such greater amount. The Bank's Board of Directors may propose one or more amendments to the Articles of Incorporation for submission to the shareholders.

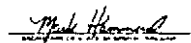
ARTICLE ELEVEN NAME AND ADDRESS OF THE SOLE INCORPORATOR

The name, address and signature of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
Melinda Davis Lux	2 West Washington, Suite 700 Greenville, South Carolina 29601	

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CERTIFICATION

I, Melinda Davis Lux, an attorney licensed to practice in the State of South Carolina, certify that the Bank has complied with the requirements of Chapter 2, Title 33 of the Code of Laws of South Carolina 1976, relating to the Articles of Incorporation.

Date: June 21, 2021


(Signature)

Mark Hammond

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File must be in PDF Format.**

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REFERENCE ID: A14777

THE HONORABLE CURTIS M. LOFTIS, JR.

Chairman

Chairman Pro Tempore
W. DONALD PENNINGTON



Board Members

W. DONALD PENNINGTON | Simpsonville
F. JUSTIN STRICKLAND | Lexington
J. DANIEL WALTERS | West Columbia
HOWARD H. WRIGHT, JR. | Rock Hill
K. WAYNE WICKER | Myrtle Beach
J. BARRY HAM | Manning
CHARLES H. STUART | Mount Pleasant
BILLY D. BYRD | Hartselle

SOUTH CAROLINA STATE BOARD OF FINANCIAL INSTITUTIONS

June 2, 2021

Ms. Melinda Davis Lux
Executive Vice President and General Counsel
United Community Bank
2 West Washington Street, Suite 700
Greenville, South Carolina 29601

Dear Ms. Lux:

At its meeting on June 2, 2021, the State Board of Financial Institutions approved the request of United Community Bank, Blairsville, Georgia, to convert from a Georgia State-chartered bank to a South Carolina State-chartered bank to be named United Community Bank, to designate the office at 306 East North Street, Greenville, as the Main Office, and to exercise full trust powers. The corporate headquarters will be located at 2 West Washington Street, Suite 700, Greenville. Approval is subject to the following conditions:

1. That any approvals required by the Federal Deposit Insurance Corporation be obtained.
2. That the bank comply with all State statutes and Regulations of the State Board of Financial Institutions regarding State chartered banks.
3. That the Commissioner of Banking be provided a copy of the final Bylaws and Articles of Incorporation of United Community Bank.
4. That any proposed additions or amendments to the Articles of Incorporation be approved by the Board of Financial Institutions.
5. That if the conversion and designation are not completed by June 2, 2022, this approval will automatically expire.
6. That until the conversion is effective, the Board of Financial Institutions shall have the right to alter, suspend, or withdraw this approval should any interim development be deemed to warrant such action.

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Oct 24 2022
REFERENCE ID: A1147792
THE HONORABLE CURTIS M. LOFTIS, JR.

W. Donald Pennington
Chairman Pro Tempore
W. DONALD PENNINGTON



Board Members
W. DONALD PENNINGTON | *Simpsonville*
F. JUSTIN STRICKLAND | *Lexington*
J. DANIEL WALTERS | *West Columbia*
HOWARD H. WRIGHT, JR. | *Rock Hill*
K. WAYNE WICKER | *Myrtle Beach*
J. BARRY HAM | *Manning*
CHARLES H. STUART | *Mount Pleasant*
BILLY D. BYRD | *Hartsville*

SOUTH CAROLINA
STATE BOARD OF FINANCIAL INSTITUTIONS

7. That the Commissioner of Banking be provided the effective date of the conversion from a Georgia State-chartered bank to a South Carolina State-chartered bank.
8. That the Commissioner of Banking be notified of the effective date of the Main Office designation with the FDIC.

Very Truly Yours,
Curtis M. Loftis, Jr.
Curtis M. Loftis, Jr.
Chairman

Copy: Regional Director, FDIC
Commissioner of Banking, Georgia Department of Banking and Finance
Federal Reserve Bank of Atlanta