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GEOFFREY S. KAY
DIRECT DIAL: 512 • 583 • 5909
EMAIL: gkay@fkhparkers.com

December 11, 2013

By Federal Express

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

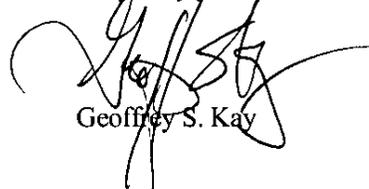
**Re: Request by Fidelity Homestead Savings Bank, New Orleans, Louisiana, for
Authorization to Conduct Business in the State of Florida**

Dear Sir/Madam:

We are writing on behalf of Fidelity Homestead Savings Bank, a Louisiana state savings bank based in New Orleans, Louisiana ("Bank"), to file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida. To facilitate your review and processing of the enclosed application, we have also enclosed (1) a letter from the Florida Office of Financial Regulation evidencing its non-objection to the use of the above-referenced name in the transaction of business in the state of Florida, and (2) a certificate of existence with respect to the Bank issued by the Louisiana Office of Financial Institutions. We have also enclosed a check in the amount of \$70.00 to cover the requisite filing fee.

Please do not hesitate to contact us if you have any questions regarding this letter or if we may be of further assistance. We sincerely appreciate your prompt consideration of this request.

Very truly yours



Geoffrey S. Kay

enclosures

cc: Alton K. McRee

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Fidelity Homestead Savings 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," or "Certificate of Good Standing" 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:

Geoffrey S. Kay

Name of Person

Fenimore, Kay, Harrison & Ford, LLP

Firm/Company

812 San Antonio Street, Suite 600

Address

Austin, Texas 78701

City/State and Zip code

gkay@fkhpartners.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Geoffrey S. Kay at (512) 583-5909

Name of Person

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



FLORIDA OFFICE OF FINANCIAL REGULATION

DREW J. BREAKSPEAR
COMMISSIONER

December 4, 2013

Geoffrey S. Kay, Esq.
812 San Antonio Street
Suite 600
Austin, TX 78701

Re: Fidelity Homestead Savings Bank

Dear Mr. Kay:

Reference is made to your recent letter requesting approval of the above name, which is a Louisiana state savings bank based in New Orleans, Louisiana. As stated in your correspondence, Fidelity Homestead Savings Bank will be operating a loan production office in 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.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Robert D. Hayes
Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

RECEIVED
13 DEC 12 PM 2:44
DEPARTMENT OF STATE
ATTENTION: 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.

13 DEC 12 PM 2:14
COMMERCIAL SERVICE
ATTENTION: REGISTERED
CORPORATION

1. Fidelity Homestead Savings 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. Louisiana

3. 72-0184470

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

(FEI number, if applicable)

4. 1908 12-28-1908

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. 223 West Gregory Street, Pensacola, FL 32502

(Principal office address)

201 St. Charles Ave., Suite 2710, New Orleans, LA 70170

(Current mailing address)

8. Banking

(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: Dina Thorsen

Office Address: 223 West Gregory St.

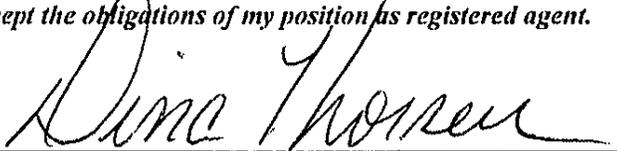
Pensacola, Florida 32502

(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: _____

Address: _____

Vice President: _____

Address: _____

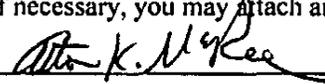
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Alton K. McRee, President & Chief Executive Officer _____
(Typed or printed name and capacity of person signing application)

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13 DEC 12 PM 2:44
STATE
ADMINISTRATIVE SERVICES
FLORIDA

FIDELITY HOMESTEAD SAVINGS BANK

Directors

Allain C. Andry, III
Alton K. McRee
Edward S. Connolly, MD
J. Luis Banos, Jr.
Katherine Andry Crosby - Chairman
Mahlon D. Sanford
Michael J. Rapier
Stephen W. Hales, MD
W. Anderson Baker, III
Wendy M. Beron

Officers

Alton K. McRee – President and Chief Executive Officer
Patrick Griggs – Executive Vice President and Chief Credit Officer
Debra A. Barnewold – Senior Vice President and Chief Administrative Officer

The address for each of the individuals listed above is:

c/o Fidelity Homestead Savings Bank
Place St. Charles
201 St. Charles Ave. - 27th Floor
Suite 2710
New Orleans, LA 70170

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CLERK OF STATE
TALLAHASSEE, FLORIDA



STATE OF LOUISIANA
OFFICE OF FINANCIAL INSTITUTIONS
BATON ROUGE, LOUISIANA



IT IS HEREBY CERTIFIED THAT
FIDELITY HOMESTEAD ASSOCIATION,
domiciled in New Orleans, Orleans Parish, Louisiana,
was issued a Certificate of Authority
to conduct the business of a mutual savings association under
the laws of the State of Louisiana, effective December 28, 1908,
and on July 2, 2007, changed its name to
FIDELITY HOMESTEAD SAVINGS BANK,
domiciled in New Orleans, Orleans Parish, Louisiana,
and on July 3, 2007, converted from a
state-chartered savings and loan association
to a state-chartered savings bank,
and is currently operating pursuant to said Certificate.

11 PD
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STATE OF LOUISIANA
ALLIANCE OF STATE
ATTORNEYS GENERAL



In testimony whereof, I have hereunto set my hand
and caused the seal of my Office to be affixed at the
City of Baton Rouge on November 22, 2013.

John Ducrest, CPA
Commissioner of Financial Institutions