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18 APR 16 PM 3:45

M. MILLIGAN
APR 19 2018



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

April 9, 2018

Mr. Paul J. Cambridge
Attorney
Armstrong Teasdale LLP
7700 Forsyth Boulevard, Suite 1800
St. Louis, Missouri 63105

Re: Prospect Bank

Dear Mr. Cambridge:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Prospect Bank, which is a FDIC regulated state chartered bank located Paris, Illinois.

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,

A handwritten signature in black ink, appearing to read "Jeremy W. Smith", is written over a horizontal line. The signature is stylized with long, sweeping strokes.

Jeremy W. Smith
Director
Division of Financial Institutions

JWS:jrij

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prospect Bank, an Illinois Banking Corporation

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:

Paul J. Cambridge

Name of Person

Armstrong Teasdale LLP

Firm/Company

7700 Forsyth Blvd., Suite 1800

Address

St. Louis, Missouri 63105

City/State and Zip code

JAdams@bankprospect.com

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

For further information concerning this matter, please call:

Paul J. Cambridge

at (314) 552-6614

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|

**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. Prospect Bank, an Illinois Banking Corporation

(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. Illinois 3. 37-0258325

(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 23, 1873 5. Perpetual

(Date of incorporation) (Date of duration, if other than perpetual)
6. Not applicable

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 177 West Wood Street, Paris, Illinois 61944

(Principal office address)
- _____
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Amber Eirhart


Office Address: 2846 1st Lane

Vero Beach, Florida 32968

(City) (Zip code)

9. 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)

10. 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.

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

A. DIRECTORS

Chairman: Please see the attached list of directors

Address: The business address of each director is 177 West Wood Street, Paris, Illinois 61944

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Please see the attached list of officers

Address: The business address of each officer is 177 West Wood Street, Paris, Illinois 61944

Vice President:

Address:

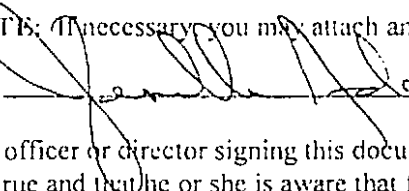
Secretary:

Address:

Treasurer:

Address:

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

12.  EVP
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Jeneile Adams, Executive Vice President

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

List of Directors for Item 11.a.

Robert D. Morgan, Chairman
John S. Blair
Robert E. Colvin
Shane C. Dittrich
Charles B. Jared
Michael A. Maggert
Richard J. O'Neill
James W. Redenius
Oliver M. Smith
W. Eric Volkmann

List of Officers for Item 11.b.

W. Eric Volkmann, President and CEO
Jenelle Adams, Executive Vice President
Richard W. Thompson, Senior Vice President and Chief Lending Officer
Carol A. Hughes, Senior Vice President and Cashier
John D. Carrington, Vice President and Senior Trust Officer
Richard J. O'Neill, Regional President Champaign
Dale R. Warmbir, Regional President Gilman and Watseka
Dawn M. Fieldbinder, Regional President Homer and Sidell
George P. Griffith, Senior Vice President Edgar County Region
Thomas J. Murray, Senior Vice President Commercial
A. Carol Welch, Senior Vice President Retail
Kyla A. Poplawski, Senior Vice President Retail
Marlena L. Scroggins, Senior Vice President Retail
Autumn L. Kasey, Senior Vice President Retail and Assistant Cashier
Brittany A. Cluver, Chief Deposit Officer
Amy M. Isaf, Compliance Officer
Brian D. Adams, Chief Information Technology Officer
Tiffany D. Taber, Deposit Operations Officer
Sean B. Pruiett, Information Systems Officer
Christine M. Hollowell, Senior Trust Officer
Erika J. Nail, Assistant Cashier
Dennis R. Sager, Vice President Internal Audit
Ellen M. Reinhart, Vice President Mortgage Lending
Darrin M. Johnson, Vice President Commercial Lending
Mary Elise Hood, Vice President and Ashmore Facility Manager
Diana J. Ellington, Assistant Vice President and Assistant Cashier
James L. Lewis, Assistant Trust Officer and Farm Manager
James T. Garthwaite, Information Technology Officer
Linda J. Rogers, Regional Deposit Officer
Norma L. Pruiett, Board Secretary



State of Illinois
Department of Financial and Professional Regulation
Division of Banking

Date: April 12, 2018

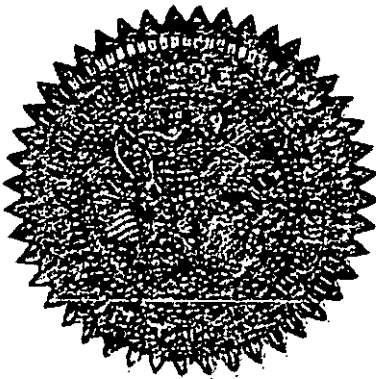
Certificate

I, MARC A. EDWARDS, do hereby certify that, according to the records maintained by the Illinois Department of Financial and Professional Regulation, Division of Banking, PROSPECT BANK, EDGAR COUNTY, PARIS, ILLINOIS, has held and continues to hold authority to do a general banking business as provided by the Illinois Banking Act and as permitted by its charter.

IN TESTIMONY WHEREOF, I hereby subscribe
my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
BRYAN A. SCHNEIDER, SECRETARY

DIVISION OF BANKING



A handwritten signature in cursive script, reading "Marc A. Edwards".

Marc A. Edwards
Assistant Director

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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2. Illinois 3. 37-0258325
(State or country under the law of which it is incorporated) (FEI number, if applicable)
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(Date of incorporation) (Date of duration, if other than perpetual)
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(Principal office address)

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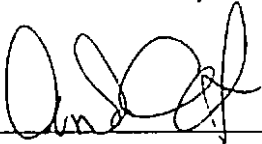
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DIVISION OF CORPORATIONS
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A. DIRECTORS

Chairman: Please see the attached list of directors

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Director:

Address:

Director:

Address:

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President: Please see the attached list of officers

Address: The business address of each officer is 177 West Wood Street, Paris, Illinois 61944

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Secretary:

Address:

Treasurer:

Address:

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

12.  EVP

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Jenelle Adams, Executive Vice President

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

18 APR 16 3:45
DIVISION OF CORPORATIONS
SECRETARY OF STATE

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State of Illinois
Department of Financial and Professional Regulation
Division of Banking

Date: April 12, 2018

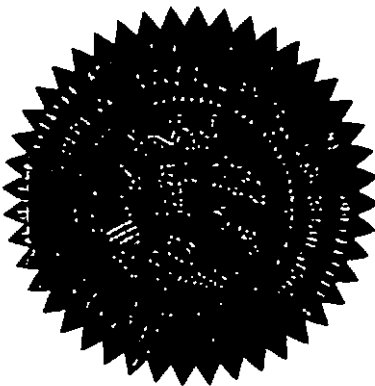
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my name.

DEPARTMENT OF FINANCIAL AND
PROFESSIONAL REGULATION of the
State of Illinois;
BRYAN A. SCHNEIDER, SECRETARY

DIVISION OF BANKING



Marc A. Edwards
Assistant Director