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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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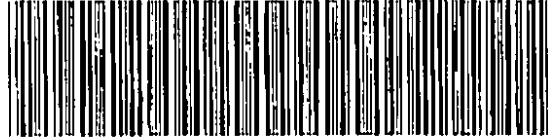
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN 07 2019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FIRST SOUTHERN 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:

KELLY H. ELLIS

Name of Person

FIRST SOUTHERN BANK

Firm/Company

3103 MANATEE AVENUE WEST

Address

BRADENTON, FL 34205

City/State and Zip code

KELLIS@FIRSTSOUTHERNGA.COM

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

For further information concerning this matter, please call:

KELLY H. ELLIS

941

216-2313

at ()

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:

- ☐ \$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

**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. FIRST SOUTHERN BANK

(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. GEORGIA

3. 58-0379465

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

(FEI number, if applicable)

1907

4. (Date of incorporation)

5. (Date of duration, if other than perpetual)

JUNE 1, 2019

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

6365 US HIGHWAY 84, PATTERSON, GA 31557

(Principal office address)

3103 MANATEE AVENUE WEST, BRADENTON, FL 34205

(Current mailing address, if different)

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

Name: KELLY HELLIS

Office Address: 3103 MANATEE AVENUE WEST

BRADENTON, FL

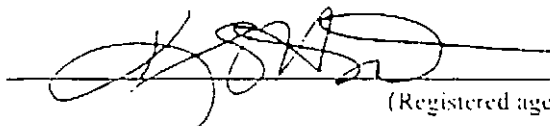
34205

(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: DANIEL S. HAGER

Address: 3103 MANATEE AVENUE WEST
BRADENTON, FL 34205

Vice Chairman: NA

Address:

Director: WILLIAM E. HUGHES JR

Address: 930 MEMORIAL DRIVE
WAYCROSS, GA 31501

Director: ROBERT B. SMITH

Address: 1980 LONGFORD ROAD
JESUP, GA 31545

B. OFFICERS

President: WILLIAM E. HUGHES, JR

Address: 930 MEMORIAL DRIVE
WAYCROSS, GA 31501

Vice President:

Address:

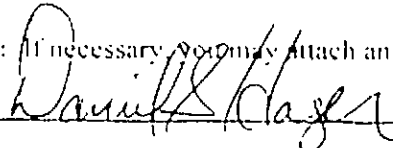
Secretary: DANIEL MORRIS

Address: 930 MEMORIAL DRIVE, WAYCROSS, GA 31501

Treasurer: NA

Address:

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

12.  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. DANIEL S. HAGER - CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FIRST SOUTHERN BANK

a Domestic Bank

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity 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, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

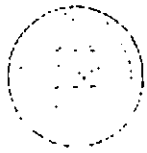
This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 17372300
Date Inc/Auth/Filed: 06/19/1907
Jurisdiction : Georgia
Print Date : 06/07/2019
Form Number : 211



Brad Raffensperger

Brad Raffensperger
Secretary of State



Department of Banking and Finance

2990 Brandywine Road, Suite 200

Atlanta, Georgia 30341-5565

770-986-1653

djf.georgia.gov

Nathan Deal
Governor

Kevin B. Hagler
Commissioner

September 18, 2018

Honorable Brian P. Kemp
Secretary of State
Suite 306, West Tower
#2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Re: Articles of Amendment to the Articles of Incorporation of First Southern Bank, Paterson, Pierce
County, Georgia

Dear Mr. Kemp,

Please find enclosed the Department's Certificate of Approval, Articles of Amendment to the Articles of Incorporation, and expedited filing fee to amend the Articles of Incorporation of First Southern Bank to increase authorized common stock shares and provide for preferred stock. It appears that all requirements of State law have been completed and the Certificate of Amendment may be issued by your office.

The bank requests the Certificate of Amendment be made effective as of September 18, 2018.

After you have issued the certificate, please forward a copy to this Department for our records. If you have any questions regarding the Certificate of Approval, please contact the undersigned at (770) 986-1645.

Sincerely,

A handwritten signature in black ink, appearing to read 'Murali'.

Murali Ramachandran
Supervisory Manager

Enclosures

cc: Ms. Callen A. Carroll
James-Bates-Braman-Groover-LLP
Buckhead Tower at Lenox Square
3399 Peachtree Road NE,
Suite 1700
Atlanta, Georgia 30326



Department of Banking and Finance

2990 Brandywine Road, Suite 200

Atlanta, Georgia 30341-5565

770-986-1633

dbf.georgia.gov

Nathan Deal
Governor

Kevin B. Hagler
Commissioner

APPROVAL OF ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION

* * * * *

First Southern Bank, Patterson, Pierce County, Georgia, submitted to this Department
Articles of Amendment of Articles of Incorporation

It appears that said Articles of Amendment are regular and in accordance with the provisions of
O.C.G.A. §7-1-512, and the Department has determined that the elements set forth in O.C.G.A.
§7-1-514(a) have been satisfied

NOW, THEREFORE, the said Articles of Amendment are hereby approved

This the 18th day of September 2018

Supervisory Manager

Purpose of Amendment: To increase authorized shares from three million (3,000,000) shares at
\$5.00 par value per share to thirty million (30,000,000) shares at
\$5.00 par value per share and to provide for ten million (10,000,000)
shares of preferred stock at \$5.00 par value per share

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST SOUTHERN BANK**

In accordance with Sections 7-1-510 et seq. of the Financial Institutions Code of Georgia, as amended, the undersigned bank adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1.

The name of the bank is First Southern Bank (the "Bank"), a state-chartered bank and trust company organized under the Georgia Financial Institutions Code to engage in the business and activities permitted to a state-chartered bank and trust company under the laws of the State of Georgia.

2.

The main office of the Bank is located at 6365 Highway 84, Patterson, Pierce County, Georgia 31557.

3.

The Bank was incorporated with banking powers in 1907 and granted trust powers in 2013.

4.

The Articles of Incorporation of the Bank are hereby amended by deleting Article 6 in its entirety and inserting in lieu thereof the following new Article 6:

"Article 6. Authorized Shares"

(a) "The total number of shares of capital stock which the bank is authorized to issue is thirty million (30,000,000) shares of common stock, \$5.00 par value per share (the "Common Stock") and ten million (10,000,000) shares of preferred stock, \$5.00 par value per share (the "Preferred Stock"). Authorized shares may be issued at the discretion of the board of directors."

(b) The board of directors of the bank is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Georgia to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and relative rights of the shares of each such series and the qualifications, or restrictions thereof. The authority of the board of directors with respect to each series shall include, but not be limited to, determination of the following:

(i) The number of shares constituting that series and the distinctive designation of

that series:

- (ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;
- (iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the board of directors shall determine;
- (v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;
- (vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the bank, and the relative rights of priority, if any, of payment of shares of that series; and
- (viii) Any other relative rights, preferences and limitations of that series.

5.

The Articles of Amendment were adopted by the Board of Directors of the Bank by resolution at a meeting of the Board of Directors held on August 14, 2018, in accordance with the provisions of Section 7-1-511 of the Financial Institutions Code of Georgia.

The Articles of Amendment were duly adopted by the Bank's shareholders at the special meeting of shareholders held on August 28, 2018 at the main office of the Bank. Notice of the meeting was distributed to the holders of record of the Bank's common stock on or about August 15, 2018. Of the aggregate 470,253 common shares that were entitled to vote on the Articles of Amendment, 325,377 shares were voted in favor, 2,500 were voted against the Articles of Amendment.

In accordance with Section 7-1-513 of the Georgia Financial Institutions Code, a notice of the filing has been submitted for publication.

6.


The amendment to the Articles of Incorporation of the Bank set forth in paragraph 4 hereof shall become effective as of filing.

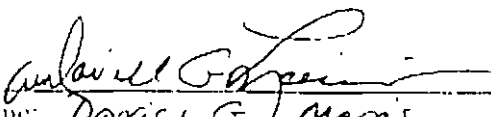
7.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Bank has caused these Articles of Amendment to be executed by its duly authorized corporate officers as of the 29th day of August, 2018.

FIRST SOUTHERN BANK

By: 
Name: William E. Hughes Jr.
Title: President and CEO

By: 
Name: David G. Morris
Title: Secretary

[SEAL]

2018 SEP 10 PM 1:06



GEORGIA
CORPORATIONS
DIVISION

GEORGIA SECRETARY OF STATE
**BRAD
RAFFENSPERGER**

[HOME \(/\)](#)

BUSINESS SEARCH

BUSINESS INFORMATION

Business Name: **FIRST SOUTHERN BANK** Control Number: **J716171**
Business Type: **Domestic Bank** Business Status: **Active/Compliance**
Business Purpose: **NONE**
Principal Office Address: **6365 HIGHWAY 84,
PATTERSON, GA,
31557, USA** Date of Formation /
Registration Date: **6/19/1907**
State of Formation: **Georgia** Last Annual
Registration Year: **2019**

REGISTERED AGENT INFORMATION

Registered Agent Name: **DANIEL G. MORRIS**
Physical Address: **5801 Remington Trail, WAYCROSS, GA, 31503, USA**
County: **Ware**

OFFICER INFORMATION

| Name | Title | Business Address |
|------------------|-----------|--|
| DANIEL G MORRIS | Secretary | 930 MEMORIAL DRIVE, WAYCROSS, GA, 31501, USA |
| DEREK SMITH | CFO | 930 MEMORIAL DRIVE, WAYCROSS, GA, 31501, USA |
| WILLIAM E HUGHES | CEO | 930 MEMORIAL DR, WAYCROSS, GA, 31501, USA |

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Department of Banking and Finance

2990 Brandywine Road, Suite 200

Atlanta, Georgia 30341-5565

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APPROVAL OF ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

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NOW, THEREFORE, the said Articles of Amendment are hereby approved.

This the 18th day of September 2018.

A handwritten signature in black ink, appearing to read "Mel R", is written over a horizontal line.

Supervisory Manager

Purpose of Amendment: To increase authorized shares from three million (3,000,000) shares at \$5.00 par value per share to thirty million (30,000,000) shares at \$5.00 par value per share and to provide for ten million (10,000,000) shares of preferred stock at \$5.00 par value per share.

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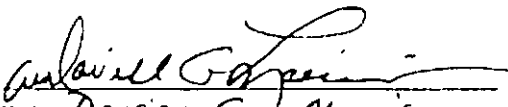
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FIRST SOUTHERN BANK

By: 

Name: William E. Hughes, Jr.

Title: President and CEO

By: 

Name: Daniel G. Morris

Title: Secretary

[SEAL]