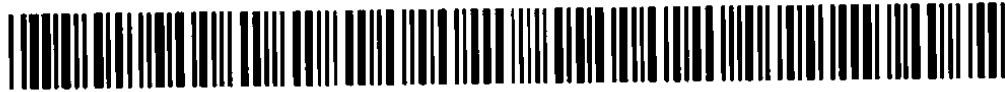


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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (855)498-5500
Fax Number : (800)432-3622

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19 JUL 25 PM 4:20

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

Email Address: _____

RECEIVED
19 JUL 25 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION
CITY BANK**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

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JUL 26 2019

FLORIDA OFFICE OF
FINANCIAL REGULATION

www.flofr.com

July 24, 2019

Ms. Kerri L. Olsen
Hunton Andrews Kurth LLP
1445 Ross Avenue, Suite 3700
Dallas, TX 75202

Re: City Bank dba CapWest Home Loans

Dear Ms. Olsen:

Reference is made to your recent letter requesting approval to register the above-referenced name with the Florida Secretary of State by City Bank dba CapWest Home Loans, a Texas State Chartered Bank regulated by the Texas Department of Banking.

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,



Jeremy W. Smith
Director
Division of Financial Institutions

AV:trd

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

Commissioner Ronald L. Rubin
101 East Gaines Street, Tallahassee, Florida 32399-0370
(RSO) 410 9601 • Fax (RSO) 410 9663
Mailing Address: 200 East Gaines Street, Tallahassee, Florida 32399-0370

H19000223499 3

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: City 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:

Name of Person

Capitol Services - Corporate Filings Team

Firm/Company

515 East Park Avenue 2nd Fl

Address

Tallahassee, FL 32301

City/State and Zip code

jbeene@citybanktexas.com

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

For further information concerning this matter, please call:

Name of Person

at (855) 498 - 5500
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. City 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. Texas

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

3. 75-1952906

(FBI number, if applicable)

4. 10/21/1987

(Date of incorporation)

5. Perpetual

(Date of duration, if other than perpetual)

6. Upon registration

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5219 City Bank Parkway, Lubbock, Texas 79407

(Principal office address)

(Current mailing address, if different)

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

Name: Capitol Corporate Services, Inc.

Office Address: 515 East Park Avenue 2nd Fl

Tallahassee, Florida 32301
(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.

Kim Tadlock

Kim Tadlock, Asst. Secretary on behalf
of Capitol Corporate Services, Inc.

(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.

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19 JUL 25 PM 4:20
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attachment

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.

12. Kerri L. Olsen

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. Kerri L. Olsen, as Attorney-In-Fact for Cory T. Newsom, Director, President, CEO

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

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19 JUL 25 PM 4:41
TALLAHASSEE, FLORIDA

CITY BANK
a Texas State Financial Institution

Directors and Officers
as of
April 9, 2019

<u>Name</u>	<u>Title</u>	<u>Address</u>
Curtis C. Griffith	Chairman of the Board	5219 City Bank Pkwy. Lubbock, Texas 79407
Cory T. Newsom	Director, President, and Chief Executive Officer	5219 City Bank Pkwy. Lubbock, Texas 79407
Steven B. Crockett	Chief Financial Officer	5219 City Bank Pkwy. Lubbock, Texas 79407
Kevin R. Bass	Director, Chief Credit Officer	5219 City Bank Pkwy. Lubbock, Texas 79407
Mikella D. Newsom	Chief Risk Officer	5219 City Bank Pkwy. Lubbock, Texas 79407
Julie Beene	Secretary, Sr. Vice President, and Chief Compliance Officer	5219 City Bank Pkwy. Lubbock, Texas 79407
Kelly L. Deterding	Sr. Vice President, Insurance Development	5219 City Bank Pkwy. Lubbock, Texas 79407
Richard D. Campbell	Director	5219 City Bank Pkwy. Lubbock, Texas 79407
Cynthia B. Keith	Director	5219 City Bank Pkwy. Lubbock, Texas 79407
Allison S. Navitskas	Director	5219 City Bank Pkwy. Lubbock, Texas 79407
Noe G. Valles	Director	5219 City Bank Pkwy. Lubbock, Texas 79407
Kyle R. Wargo	Director	5219 City Bank Pkwy. Lubbock, Texas 79407



THE STATE OF TEXAS
TEXAS DEPARTMENT OF BANKING

IT IS HEREBY CERTIFIED, that the
Certificate of Formation
of

City Bank
Lubbock, Texas
Charter Number 2904-01

was filed in this office and a charter was issued on

October 1, 1987

IT IS FURTHER CERTIFIED, that a certificate of authority to conduct the business of banking
was issued by this office to the entity with the charter number noted above on

October 21, 1987

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the
entity noted above is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto signed my
name officially and caused to be impressed hereon the Seal of
State at my office in the City of Austin, on July 17, 2019.*

A handwritten signature in black ink, appearing to read "Mark R. Largent".

Mark R. Largent
Director of Corporate Activities

CITY BANK**POWER OF ATTORNEY**

The undersigned hereby constitutes, appoints and authorizes Nate Jones, Zach Silvers, Kerri Olsen and Rhonda Piper as its true and lawful attorneys-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to filing divisions of various jurisdictions, including but not limited to offices of the secretary of state, county clerk, banking division, tax department or other appropriate regulator (the "Regulatory Office"), the document(s) necessary to register the name "CapWest Home Loans" for use in said jurisdiction (the "DBA") by City Bank, a Texas state financial institution (the "Bank"), including amendments thereto, and any other documents necessary or appropriate to utilize the DBA in said jurisdiction as required by the rules and regulations established therein; and

(2) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply.

This Power of Attorney is effective as of November 30, 2018 and shall remain in effect until all DBAs have been filed or otherwise registered and the evidence thereof has been delivered to the undersigned, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact.

[signatures appear on following page]

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19 JUL 25 PM 4:25
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of April, 2019.

CITY BANK,
a Texas state financial institution

By: Cory T. Newsom

Cory T. Newsom
President & CEO

FILED
19 JUL 25 PM 4:25
TALLAHASSEE, FLORIDA

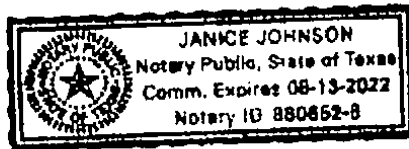
STATE OF TEXAS

§
§
§

COUNTY OF LUBBOCK

Before me, the undersigned authority, on this day appeared Cory T. Newsom, President of City Bank, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 15th day of April, 2019.



Janice Johnson
Notary Public, State of Texas

Printed Name: Janice Johnson

My Commission Expires:

8.13.22