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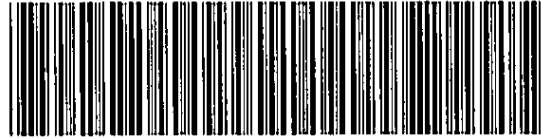
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SECRETARY OF STATE
TALLAHASSEE, FL

*Amended &
Restated*

APR 23 2021

D CUSHING



Commissioner Russell C. Weigel, III

April 22, 2021

Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

VIA INTEROFFICE MAIL

Dear Ms. Cushing:

Please file the enclosed Amended and Restated Articles of Incorporation for Capital City Bank, Tallahassee, Leon County, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: J. Kimbrough Davis
Executive Vice President and Chief Financial Officer
Capital City Bank Group, Inc.
217 North Monroe Street
Tallahassee, Florida 32301
- (2) One copy to: Gregory K. Bader, Esq.
Gunster, Yoakley & Stewart, P.A.
450 East Las Olas Boulevard Suite 1400
Fort Lauderdale, Florida 33301

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TALLAHASSEE, FL

Enclosed is check No. 118558, totaling \$52.50, payable to the Florida Department of Corporations. The check represents payment for the filing fee and one certified copy for the attached Amended and Restated Articles of Incorporation, as well as the fee and cost for an additional certified copy. If you have any questions, please do not hesitate to contact our Jeremy A. Glover at 850-410-9535, or at Jeremy.Glover@FLOFR.gov.

Sincerely,

Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPITAL CITY BANK**

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TALLAHASSEE, FL

Capital City Bank does hereby amend and restate its Articles of Incorporation by filing these Amended and Restated Articles of Incorporation, pursuant to Section 607.1007, Florida Statutes.

1. The name of the corporation is Capital City Bank.
2. Set forth below is the text of the Amended and Restated Articles of Incorporation for Capital City Bank:

**“ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be Capital City Bank and its place of business shall be at 217 North Monroe Street, Tallahassee, Leon County, Florida.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business (including the exercise of trust powers) with all the rights, powers and privileges granted and conferred by the Florida financial institutions codes, regulating the organization, powers, and management of banking corporations.

**ARTICLE III
CAPITAL STOCK**

The amount of the capital stock of the corporation shall be Five Thousand Shares (5,000) with a par value of One Hundred Dollars (\$100.00) per share.

**ARTICLE IV
POWERS**

This corporation shall have banking and trust powers and all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V
EXISTENCE**

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida financial institutions codes.

**ARTICLE VI
NUMBER OF DIRECTORS**

The number of directors shall not be fewer than five (5). Elections are to be held at the annual meeting of shareholders or at a special meeting, but a majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of the bank by not more than two (2) per year and appoint persons to fill the resulting vacancies.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Any person, his heirs, executors, or administrators, may be indemnified or reimbursed by the corporation for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the corporation or of any firm, corporation, or organization which he served in any such capacity at the request of the corporation, to the fullest extent permitted by Florida law.

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

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended at any regular meeting or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount."

3. Attached as Exhibit A is the information required to be submitted pursuant to Section 607.1007(4), Florida Statutes.

4. The foregoing duly adopted Amended and Restated Articles of Incorporation shall supersede and replace the current Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as President of the corporation, has executed these Amended and Restated Articles of Incorporation this 25th day of March, 2021.

CAPITAL CITY BANK

By: 

J. Kimbrough Davis


Executive Vice President and Chief Financial Officer

APPROVAL FROM

FLORIDA OFFICE OF FINANCIAL REGULATION

The Amended and Restated Articles of Incorporation of Capital City Bank are hereby approved by the Office of Financial Regulation this 22nd day of April, 2021.

Tallahassee, Florida



Russell C. Weigel, III
Commissioner
Florida Office of Financial Regulation

EXHIBIT A
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The amendments contained in the Amended and Restated Articles of Incorporation have been adopted by the sole Shareholder and all of the Directors of the Corporation on February 23, 2021.

2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.