

J95409

INTER-OFFICE
COMMUNICATION

COMPTROLLER OF FLORIDA
DIVISION OF BANKING

DATE: June 4, 1999

TO: Louise Flemming-Jackson, Department of State
Division of Corporations

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Merger of City First Bank with Southern Exchange Bank, and under the title of Southern Exchange Bank

000002897010--1
-06/07/99--01060--023
****108.25 ****96.25

Please file the attached "Merger Documents" for the above-referenced institutions, using 8:30 a.m., eastern daylight time, JUNE 7, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
Fletcher Building, Suite 636
- (2) One copy to: Federal Deposit Insurance Corporation
Suite 1600, One Atlantic Center
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449
- (3) One copy to: Mr. Richard L. Weatherby
Southern Exchange Bank
1901 West Swann Avenue
Tampa, Florida 33601

FILED
99 JUN -4 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR:mergeart

cc: Bureau of Financial Institutions - District I

EFFECTIVE DATE
6-7-99

Merger
KF 6-7-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITY FIRST BANK, a Florida corporation (Document #H89732)

INTO

SOUTHERN EXCHANGE BANK, a Florida corporation, J95409

File date: June 4, 1999

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER FILED

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

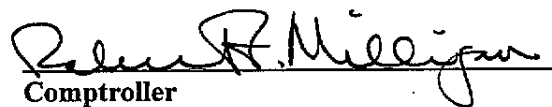
TALLAHASSEE
32399-0350

99 JUN -4 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on May 17, 1999, to merge City First Bank, Tampa, Hillsborough County, Florida, with Southern Exchange Bank, Tampa, Hillsborough County, Florida, and being satisfied that the conditions of my approval have been met, I hereby approve for filing with the Department of State, the attached "Plan of Merger", which contains the Articles of Incorporation of Southern Exchange Bank (the resulting bank), so that effective at 8:30 a.m., eastern daylight time, June 7TH, 1999, they shall read as stated herein.

Signed on this 28TH day of
May, 1999.


Comptroller

EFFECTIVE DATE
6-7-99

EXHIBIT A

PLAN OF MERGER

CITY FIRST BANK
with and into
SOUTHERN EXCHANGE BANK
under the charter of
SOUTHERN EXCHANGE BANK
under the title of
SOUTHERN EXCHANGE BANK
(Resulting Bank)

FILED
99 JUN -4 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective Time of Merger: June 7, 1999 at 8:30 a.m. Eastern Time.

This PLAN OF MERGER is made between:

Southern Exchange Bank (hereinafter referred to as "SEB"), a financial institution organized under the laws of the State of Florida, with its main office located at Old Hyde Park Village, 1901 West Swann Avenue, Tampa, Florida 33601, County of Hillsborough, in the State of Florida, and four branch offices located at 3117 W. Columbus Drive, Tampa, Florida 33607, 18395 Gulf Boulevard, Indian Shores, Florida 33785, 4105 Gulf Boulevard, St. Pete Beach, Florida 33706 and 4427 West Kennedy Boulevard, Tampa, Florida 33609, with Total Capital Accounts of \$11 million, divided into 1,878,939 shares of Capital Stock, each with \$1.00 par value, Surplus of \$9,627,000, and Undivided Profit (Loss) of \$(67,000) as of December 31, 1998,

and

City First Bank (hereinafter referred to as "CFB"), a financial institution organized under the laws of the State of Florida, with its main office located at 405 North Westshore Blvd., Tampa, Florida 33609, County of Hillsborough, in the State of Florida, and two branch offices located at 1921 S. Dale Mabry Highway, Tampa, Florida 33629 and 8603 W. Hillsborough Avenue, Tampa, Florida 33615, with Total Capital Accounts of \$7,026,000, divided into 200,000 shares of Capital Stock, each with \$4.00 par value, Surplus of \$1,160,000, and Undivided Profits of \$5,066,000 as of December 31, 1998,

each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes, witnesseth as follows:

SECTION 1.

City First Bank shall be merged into Southern Exchange Bank under the charter of Southern Exchange Bank.

SECTION 2.

The name of the Resulting Bank shall be "Southern Exchange Bank". The Resulting Bank will not exercise trust powers.

SECTION 3.

The business of the Resulting Bank shall be that of a general commercial banking business. The business shall be conducted by the Resulting Bank at its main office which shall be located at 1901 West Swann Avenue, Tampa, Florida 33601, and at each existing and proposed branch office as set forth on Appendix 2 hereto and made a part hereof.

SECTION 4.

The amount of Total Capital Accounts of the Resulting Bank shall be \$18,464,780, divided into 3,033,059 shares of Capital Stock, each with \$1.00 par value; and at the time the merger shall become effective, the Resulting Bank shall have a Surplus of \$10,786,583, and Undivided Profits, which when combined with the capital stock and surplus will equal to the combined total capital accounts of all of the merging or constituent financial institutions as stated in the preamble of this agreement, adjusted, however for normal earnings and expenses between December 31, 1998, and the effective time of the merger.

SECTION 5.

All assets of CFB, as they exist at the effective time of the merger shall pass to and vest in the Resulting Financial Institution without any conveyance or other transfer; and the Resulting Bank shall be considered the same business and corporate entity as each constituent financial institution with all the rights, powers, and duties of each constituent financial institution and the Resulting Bank shall be responsible for all the liabilities of every kind and description, including liabilities arising out of the operation of a Trust Department, of each of the financial institutions existing as of the effective time of the merger.

SECTION 6.

CFB shall contribute to the Resulting Bank acceptable assets having a book value, over and above its liability to its creditors, of at least \$7.0 million, and having an estimated fair value as shown on the books of the financial institution over and above its liability to its creditors, of at least \$9.1 million, or 9.5% of the estimated fair value of the excess acceptable assets, over and above liabilities to creditors, of the Resulting Bank, adjusted, however, for normal earnings and expenses between December 31, 1998, and the effective time of the merger, and for allowance of cash payments, if any, permitted under this agreement. The difference between the book value and the estimated fair value of assets to be contributed by CFB is primarily made up as follows: appreciation in real property (\$2.0 million) plus increases in market value of securities (\$100,000).

At the effective time of the merger, SEB shall have on hand acceptable assets having a book value of at least \$11.4 million, over and above its liability to its creditors, and having a fair value, over and above its liability to its creditors, of at least \$12.2 million, or 9.7% of the estimated fair value of excess acceptable assets, over and above liabilities to creditors, of the Resulting Bank, adjusted, however, for normal earnings and expenses between December 31, 1998, and the effective time of the merger, and for allowance of cash payments, if any, permitted under this agreement. The difference between the book and fair value of excess acceptable assets, as above, is primarily made up as follows: appreciation in real property (\$1.0 million) offset by decreases in market value of securities (\$200,000).

SECTION 7.

At the Effective Time, and without any further action on the part of the holders thereof:

(a) Except for any Dissenting Shares (as defined below), each share of SEB Common Stock shall remain outstanding and be one share of Common Stock, \$1.00 par value, of the Resulting Bank.

(b) Except for any Dissenting Shares, each share of CFB Common Stock shall be converted into 5.7706 share(s) of Common Stock, \$1.00 par value, of the Common Stock.

(c) As a result of the foregoing, except for differences created by any Dissenting Shares, after the merger own 62% of the capital stock of the Resulting Bank will be issued in respect of subsidiaries of SEB Common Stock and 38% of the capital stock of the Resulting Bank will be issued in respect of former shares of CFB Common Stock.

(d) "Dissenting Shares" shall mean each outstanding share of common stock as to which the holder has perfected dissenters' rights pursuant to the Florida Banking Code. Each holder of Dissenting Shares who becomes entitled by law to be paid the value thereof shall receive payment therefor, but only after the amount thereof shall have been finally determined pursuant to the aforementioned statutory provisions or agreed upon by written agreement satisfactory to the Resulting Bank.

(e) With respect to any interest in a fraction of one share of Resulting Bank Common Stock, no stock certificates or scrip shall be issued, and stockholders entitled to receive fractional interests shall not acquire with respect thereto any rights of a shareholder of Resulting Bank, including the right to receive dividends or other distributions, to vote, or otherwise. In lieu of any such fractional interest, Resulting Bank shall pay to each such shareholder who otherwise would be entitled to receive a fractional share of Resulting Bank Common Stock an amount of cash determined by multiplying the fraction of one share of Resulting Bank Common Stock to which such holder would otherwise be entitled by \$6.09.

SECTION 8.

The shares of the Resulting Bank which are not taken by dissenting shareholders of constituent financial institutions shall be sold to Charter Banking Corp. (f/k/a City Financial Corp. of Tampa) for cash in the amount of the book value of such shares as then appears on the books and records of the Resulting Bank.

SECTION 9.

The owners of shares which voted against the approval of the merger shall be entitled to receive their value in cash, if and when the merger becomes effective. The value of such shares of the above named constituent state financial institutions shall be determined in accordance with Section 658.44, Florida Statutes.

SECTION 10.

Neither of the financial institutions shall declare or pay any dividend to its shareholders between the date of this Plan of Merger and the time at which the merger shall become effective, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

SECTION 11.

The persons named on Appendix 3 attached hereto and made a part hereof shall serve as the Board of Directors and executive officers of the Resulting Bank until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

SECTION 12.

This plan of merger may be terminated by the unilateral action of the Board of Directors of any constituent financial institution prior to the approval of the stockholders of the said constituent financial institution or by the mutual consent of the Board of all constituent financial institutions after the shareholders of the constituent financial institution have ratified this agreement and approved the merger. Since time is of the essence to this agreement, if for any reason the transaction shall not have been consummated by September 30, 1999, this agreement shall terminate automatically as of that date unless extended in writing prior to said date by mutual action of the Boards of Directors of the constituent financial institutions.

SECTION 13.

This plan of merger shall be ratified and confirmed by the affirmative vote of the shareholders of each of the financial institutions owning at least a majority of its capital stock outstanding, at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the merger shall become effective at the time specified in a Certificate to be issued by the Comptroller of Florida, pursuant to 658.45, Florida Statutes, under the seal of his office, approving the merger.

SECTION 14.

This agreement is also subject to the following terms and conditions:

(a) The Florida Department of Banking and Finance shall have approved this Plan of Merger and shall have issued all other necessary authorizations and approvals for the merger, including a Certificate of Merger.

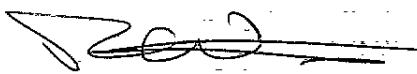
(b) The appropriate federal regulatory agency(ies) shall have approved the merger and shall have issued all other necessary authorizations and approvals for the merger, and any statutory waiting period shall have expired.


SECTION 15.

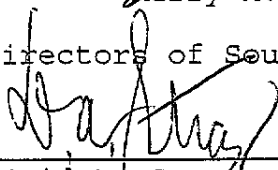
Effective as of the time this merger shall become effective as specified in the "Certificate of Merger" to be issued by the Comptroller of Florida, the Articles of Incorporation of the Resulting Bank shall read as set forth on Appendix 1 attached hereto and made a part hereof.

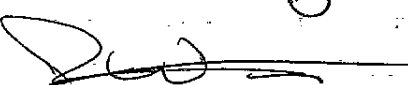
WITNESS the signatures and seals of said constituent financial institutions this 17th day of February, 1999, each hereunto set by its President and attested by its Cashier, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Boards of Directors.

SOUTHERN EXCHANGE BANK


By 
Richard L. Weatherby, President

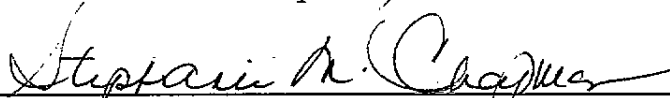
Attest: 
Kerry M. Westbrook, Cashier

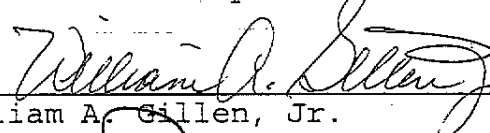
Directors of Southern Exchange Bank:

David A. Straz, Jr.

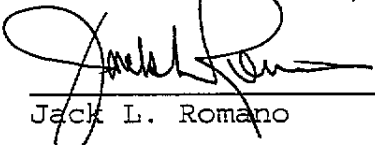

Richard L. Weatherby

(Seal of Financial
Institution)


Thomas D. Conelly

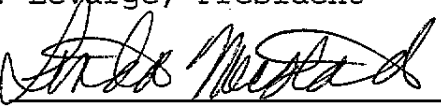

Stephanie M. Chapman


William A. Gillen, Jr.

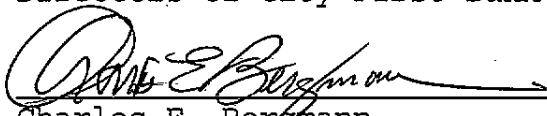

Jack L. Romano

CITY FIRST BANK


By 
F.R. LeVarge, President

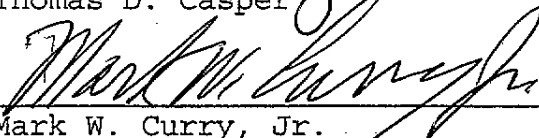
Attest 
Linda Mustard, Cashier


Directors of City First Bank

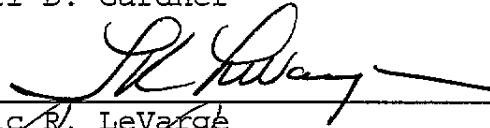

Charles E. Bergmann

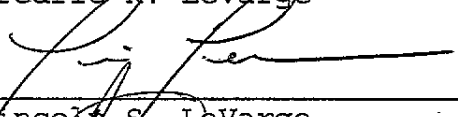
(Seal of Financial
Institution)

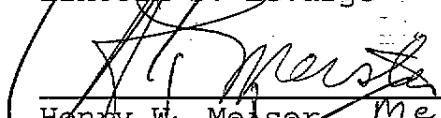

Thomas D. Casper

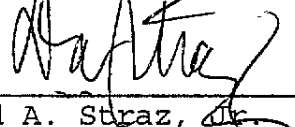

Mark W. Curry, Jr.


Bernell D. Gardner


Fredric R. LeVarge


Lincoln S. LeVarge


Henry W. Meiser Meiser


David A. Straz, Jr.

APPENDIX 1
ARTICLES OF INCORPORATION
OF THE SURVIVING BANK

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN EXCHANGE BANK

ARTICLE I

The name of the corporation shall be Southern Exchange Bank. Its main office shall be at 1901 Swann Avenue, in the City of Tampa, in the County of Hillsborough and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the laws of the Florida Banking Code, regulating the organization, powers and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be three million two hundred thousand (3,200,000), the par value of which shall be one dollar \$1.00 each.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V

The board of directors of the corporation shall consist of at least five (5) directors and the directors shall be elected, unless appointed to fill a vacancy, at the annual meeting of stockholders or at a special meeting; however, a majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The board of directors at the time these Amended and Restated Articles of Incorporation become effective shall consist of the persons listed on Exhibit 1 attached hereto.

Exhibit 1

Directors of Southern Exchange Bank

David A. Straz, Jr.

Richard L. Weatherby

Thomas D. Conelly

Stephanie M. Chapman

William A. Gillen, Jr.

Bernell D. Gardner

Fredric R. LeVarge

Henry W. Meister

Jack L. Romano

APPENDIX 2

OFFICE LOCATIONS OF SURVIVING BANK

Main Office:

1901 West Swann Avenue
Tampa FL 33601

Branches:

3117 W. Columbus Drive
Tampa FL 33607

18395 Gulf Boulevard
Indian Shores FL 33785

4105 Gulf Boulevard
St. Pete Beach FL 33706

4427 West Kennedy Boulevard
Tampa FL 33609

405 North Westshore Boulevard
Tampa FL 33609

1921 S. Dale Mabry Highway
Tampa FL 33629

8603 W. Hillsborough Avenue
Tampa FL 33615

(applied for)
8809 Waters Avenue
Tampa FL 33615

APPENDIX 3

DIRECTORS AND EXECUTIVE OFFICERS OF THE SURVIVING BANK

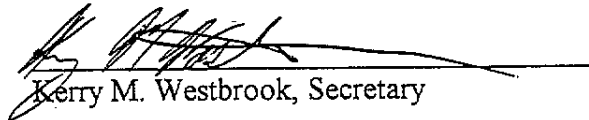
<u>Name</u>	<u>Residence Address</u>	<u>Position(s) with the Surviving Bank</u>
David A. Straz, Jr.	4805 Swann Avenue Tampa FL 33609	Chairman of the Board and Director
Richard L. Weatherby	12014 Brewster Drive, Tampa FL 33626	President, CEO and Director
Kerry M. Westbrook	8123 127th Street North, Seminole FL 33776	Senior Vice President and Cashier
Richard L. Callihan	2807 Haverhill Drive, Clearwater FL 33761	Senior Vice President
Sharon S. Hunt	4514 Clewis Avenue, Tampa FL 33610	Senior Vice President
Thomas D. Conelly	6930 32nd Avenue North, St. Petersburg FL 33710	Director
Stephanie M. Chapman	2413 Jetton Avenue Tampa FL 33629	Director
William A. Gillen, Jr.	712 S. Newport Avenue, Tampa FL 33606	Director
Bernell D. Gardner	1002 Taray DeAvila, Tampa FL 33613	Director
Fredric R. LeVarge	3535 Village Way Tampa FL 33629	Director
Henry W. Meister	3123 Moss Vale Lane Tampa FL 33618	Director
Jack L. Romano	5021 Shore Crest Circle, Tampa FL 33609	Director

**Secretary's Certification of Minutes and Resolutions
Southern Exchange Bank**

The undersigned, being the duly elected secretary of Southern Exchange Bank (the "Bank"), does hereby certify as follows:

1. The corporate minutes attached hereto as Exhibit A are the true minutes of the annual meeting of shareholders of the Bank that took place on March 29, 1999.
2. The resolutions attached hereto as Exhibit B were adopted at such annual meeting, have not been modified, and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this certificate in his official capacity as secretary of the Bank on April 26, 1999.


Kerry M. Westbrook, Secretary

SOUTHERN EXCHANGE BANK
MINUTES OF TENTH ANNUAL
STOCKHOLDERS MEETING
MARCH 29, 1999

Exhibit A

The tenth Annual meeting of the Stockholders of Southern Exchange Bank was called to order at 11:05 a.m. by David A. Straz Jr., Chairman.

Chairman Straz informed the Stockholders that Marcy Daniele would be acting secretary for the meeting if there were no objections. There being none, Marcy Daniele was appointed acting secretary.

The Notice of the Annual meeting of the Stockholders was presented to the Stockholders for review. A copy of the Notice, Proxy, Information Statement and Certification of the mailing to all Stockholders of record has been made a part of these minutes.

Chairman Straz appointed Mr. Westbrook, as inspector to verify the number of shares represented in person and by proxy. Mr. Westbrook reported there were 1,807,766 represented in person, 12,831 shares represented by proxy, and 58,342 shares absent. A total of 1,820,597 shares was represented.

Chairman Straz confirmed that a quorum (96.89%) was represented and the meeting could proceed.

Stockholders Stephanie Chapman, William A. Gillen, Jr., Jack Romano, David A. Straz, Jr., Richard L. Weatherby, and Paul Whiting were in attendance at the Annual Stockholders meeting.

The minutes of the ninth Annual Stockholders meeting held on March 23, 1998, were presented to the Stockholders. The minutes were approved on a motion by Mr. Romano, seconded by Ms. Chapman, motion carried unanimously.

Chairman Straz asked if there were any questions on the 1998 year end Audited Financial Reports prepared by James M. Harmon & Co. Ltd., which was mailed to each Stockholder prior to the meeting. There being none, the 1998 Audited Financial Reports were approved on a motion by Mr. Romano, seconded by Mr. Whiting, motion carried unanimously.

Mr. Weatherby informed the Stockholders that we are anticipating a June opening for the Waters and Sheldon Branch.

Chairman Straz reviewed, with the Stockholders, our merger with City First Bank. We have filed applications with the State and FDIC. They have accepted our applications as filed and they are now in processing.

Chairman Straz informed the Stockholders that we expect an approval to merge on the 25th of May.

Chairman Straz explained to the Stockholders that the merger should be very good for the Bank. He also informed the Stockholders that Mr. Callihan, our Senior Lending Officer, has met with the Loan Officers and Sharon Hunt, our Branch Administrator, has met with the Branch Managers and Tellers at City First.

Chairman Straz informed the Stockholders that the South Dale Mabry Branch will need a lot of work. After the merger, the branch will be remodeled.

Mr. Weatherby informed the Stockholders that the Hyde Park Branch is doing well. The Branch has not lost any merchants. The drive-thru ATM is doing well and the walk up traffic has tripled.

Chairman Straz asked for a motion to establish the number of Directors for the coming year at nine with a provision to add five additional Directors at the discretion of the Board. Motion was made by Mr. Romano, seconded by Mr. Gillen, motion carried unanimously.

Chairman Straz called for nomination of Directors. The following slate was nominated.

David A. Straz, Jr.
Richard L. Weatherby
Thomas D. Conelly

Stephanie Chapman
William A. Gillen, Jr.
Jack L. Romano

Chairman Straz asked if there were any other nominations. There being none, he then asked for a motion to close the nominations and instruct the secretary to cast a unanimous ballot for the nominees. A motion to close the nominations and cast a unanimous ballot was made by Mr. Whiting, seconded by Mr. Romano, motion carried unanimously. The secretary cast the unanimous ballot.

Chairman Straz called for a motion to ratify the selection of independent auditors for the bank. The name of James M. Harmon & Co. Ltd., Certified Public Accountants was presented and on a motion by Mr. Romano, seconded by Mr. Gillen, motion carried unanimously to ratify the selection of James M. Harmon & Co. Ltd.

Chairman Straz called for a motion to approve the following resolution:

Resolved that all legal actions taken by the Board of Directors and Officers of Southern Exchange Bank for the preceding year be and they are hereby approved and ratified in all respects.

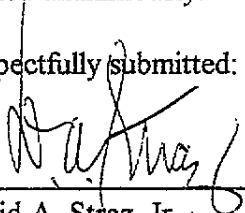
The Resolution was approved on a motion by Ms. Chapman, seconded by Mr. Gillen, motion carried unanimously.

→ Of the 1,820,597 total shares, 1,817,297 voted for and 3,300 voted against the merger between Southern Exchange Bank and City First Bank. The merger was approved on a motion by Mr. Romano, seconded by Ms. Chapman, motion carried with 1,817,297 voting for and 3,300 voting against.

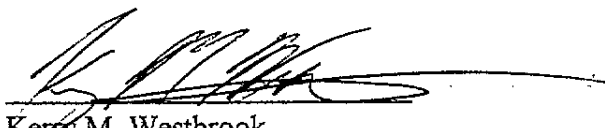
Chairman Straz asked if there was any old business. There was none.

There being no further business to come before the Stockholders, the meeting adjourned at 11:50 a.m. Motion to close the meeting was made by Mr. Gillen, seconded by Mr. Romano, motion carried unanimously.

Respectfully submitted:



David A. Straz, Jr.
Chairman of the Board



Kerry M. Westbrook
Corporate Secretary

mar99st

Exhibit B

WHEREAS, the shareholders of Southern Exchange Bank (the "Bank") deem it advisable for, and in the best interests of, the Bank to combine with City First Bank, a Florida chartered state bank, by means of a merger of City First Bank with and into the Bank;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Reorganization, including a Plan of Merger, dated February 8, 1999 (together, the "Agreement") providing for the merger of City First Bank with and into this Bank, is hereby adopted and approved;

FURTHER RESOLVED, that all lawful actions heretofore taken by the directors, officers, employees and agents of the Bank in the name and on behalf of the Bank in furtherance of the transactions contemplated by the Agreement, are hereby ratified, confirmed and approved in all respects, which actions include without limitation: the filing of regulatory approval applications with appropriate federal and state regulatory agencies; the calling and conduct of a Bank shareholder meeting or written consent to consider and approve the Agreement and the transactions contemplated thereby; and the execution and delivery of such further certificates, applications, notices and other documents and instruments as may be deemed necessary or appropriate to effect the transactions contemplated by the Agreement.

**Cashier's Certification of Resolutions
City First Bank**

The undersigned, being the duly elected cashier of City First Bank (the "Bank"), does hereby certify that the shareholder resolutions attached hereto as Exhibit A were adopted by unanimous written consent on March 18, 1999, have not been modified, and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this certificate in her official capacity as cashier of the Bank on April 18 1999.


Linda Mustard, Cashier

CITY FIRST BANK

**SHAREHOLDER ACTION THROUGH WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING**

The undersigned, being at all relevant times the sole shareholder of City First Bank, a Florida chartered state bank (the "Bank"), hereby takes the following action and adopts the following resolutions without meeting and by unanimous written consent pursuant to Sections 607.0704 and 658.44 of the Florida Statutes to have the same force and effect as if unanimously taken and adopted at a special meeting of the Bank:

Action of Sole Shareholder:

WHEREAS, the sole shareholder deems it advisable for, and in the best interests of, the Bank to combine with Southern Exchange Bank, a Florida chartered state bank, by means of a merger of the Bank with and into Southern Exchange Bank;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Reorganization, including a Plan of Merger, dated February 8, 1999 (together, the "Agreement") providing for the merger of this Bank with and into Southern Exchange Bank, is hereby adopted and approved;

FURTHER RESOLVED, that all lawful actions heretofore taken by the directors, officers, employees and agents of the Bank in the name and on behalf of the Bank in furtherance of the transactions contemplated by the Agreement, are hereby ratified, confirmed and approved in all respects, which actions include without limitation: the filing of regulatory approval applications with appropriate federal and state regulatory agencies; the calling and conduct of a Bank shareholder meeting or unanimous consent to consider and approve the Agreement and the transactions contemplated thereby; and the execution and delivery of such further certificates, applications, notices and other documents and instruments as may be deemed necessary or appropriate to effect the transactions contemplated by the Agreement.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 18th day of March, 1999, to be filed as a part of the minutes of the Bank.

CHARTER BANKING CORP.

By: 

David A. Straz, Jr.
President