

L090000027394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W09-9081

A. LUNT

MAR 20 2009

EXAMINER

Office Use Only



000143856030

02/24/09--01014--012 \*\*180.00

FILED  
2009 MAR 19 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2009

JACK G. WILLIAMS  
P.O. BOX 2176  
PANAMA CITY, FL 32402

SUBJECT: PC BANKCO, LLC  
Ref. Number: W09000009081

We have received your document for PC BANKCO, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 209A00006634

**JACK G. WILLIAMS**  
ATTORNEY AT LAW  
502 HARMON AVENUE  
PANAMA CITY, FLORIDA 32401

MAILING ADDRESS:  
P.O. BOX 2178  
PANAMA CITY, FLORIDA 32402

TELEPHONE NO. (850) 763-5388  
FACSIMILE NO. (850) 763-1806

March 12, 2009

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

ATTN: Agnes Lunt, Regulatory Specialist II


RE: PC BANKCO, LLC  
Ref Number: W09000009081

Dear Ms. Lunt:

Pursuant to your letter to me of February 26, 2009, a copy of which is attached for your convenience, I am resubmitting the documents on the conversion involving PC BANKCO, LLC as well as a copy of the letter received from the Office of Financial Regulation authorizing the use of the name.

If you should need anything further, please do not hesitate to give me a call.

Very truly yours,



Jack G. Williams

JGW:mp  
Enclosures  
cc: Bay Bank & Trust Co.



**OFFICE OF FINANCIAL REGULATION**

**ALEX HAGER**  
ACTING COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

March 4, 2009

Ms. Shirley Carroll  
Bay Bank & Trust Co.  
509 Harrison Avenue  
Panama City, FL 32412-0350

Dear Ms. Carroll:

Re: PC Bankco, LLC

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is an affiliate of Bay Bank & Trust Co., located in Panama City, Florida.

As 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. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity".

Linda B. Charity  
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State  
Office of Financial Regulations – Division of Securities

**RECEIVED MAR 06 2009**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PC BANKCO, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Jack G. Williams  
(Contact Person)

Attorney  
(Firm/Company)

Post Office Box 2176  
(Address)

Panama City, FL 32402  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jack G. Williams at ( 850 ) 763-5368  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
--	---	---	--

**STREET 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

FILED

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

2009 MAR 19 PM 2:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

PC BANKCO

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership.  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on September 29, 1983.  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

PC BANKCO, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:\_\_\_\_\_.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 23rd day of February 2009.

FILED

**Signature of Member or Authorized Representative of Limited Liability Company**

Signature of Member or Authorized Representative: Shirley Carroll

Printed Name: Shirley Carroll

Title: Managing Member

2009 MAR 19 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: E. Clay Lewis, III

Printed Name: E. Clay Lewis, III

Title: Partner

Signature: J.G. Hindsman, III

Printed Name: J.G. Hindsman, III

Title: Partner

Signature: Shirley Carroll

Printed Name: Shirley Carroll

Title: Partner

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED

2009 MAR 18 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

PC BANKCO, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

509 Harrison Avenue  
Panama City, FL 32401

**Mailing Address:**

Post Office Box 59350  
Panama City, FL 32402

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

J.G. Hindsman, III

Name

509 Harrison Avenue

Florida street address (P.O. Box **NOT** acceptable)

Panama City, FL 32401

FL

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)



**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

E. Clay Lewis, III  
509 Harrison Avenue  
Panama City, FL 32401

MGRM

J.G. Hindsman, III  
509 Harrison Avenue  
Panama City, FL 32401

MGRM

Shirley Carroll  
509 Harrison Avenue  
Panama City, FL 32401

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

**REQUIRED SIGNATURE:**



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Shirley Carroll

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

**FILED**

**2009 MAR 19 PM 2:20**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**