

PO1000084510

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: August 27, 2001

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **THE BANK OF TALLAHASSEE**
Tallahassee, Leon County
(Approved New Bank)

800004558098--4
-08/27/01--01051--022
*****61.25 *****61.25

Please file the attached Articles of Incorporation for the above-referenced bank,
using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to: Bruce Ricca
Division of Banking (Licensing & Chartering)
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350

(2) Two copies to: Mr. W. Bradley Munroe
239 East Virginia Street
Tallahassee, Florida 32301

Uncertified
Copy to: Mr. Keith Kilgore
Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
01 AUG 27 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The 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.articles

*Registered Agent
not Required pursuant
to 607.0501(2) F.S.*

*RW
8/27*

**ARTICLES OF INCORPORATION OF
THE BANK OF TALLAHASSEE**

FILED

01 AUG 27 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THE BANK OF TALLAHASSEE and its initial place of business shall be at 3425-23 Thomasville Road, in the City of Tallahassee, in the County of Leon 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 Florida Financial Institutions Codes, regulating the organization, powers, and management of bank corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be ten million (10,000,000). Such shares shall be of single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$3,150,000.00 in paid-in common capital stock to be divided into 630,000 shares. The amount of surplus with which the corporation shall begin business will not be less than \$1,850,000.00 and the amount of undivided profits not less than \$1,000,000.00, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five. A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action shall be authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME

STREET ADDRESS

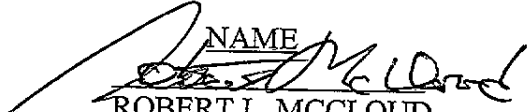
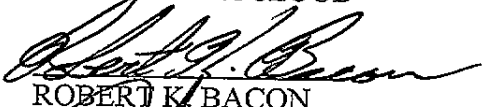
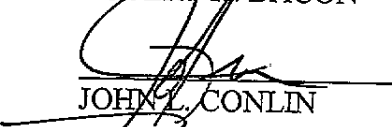
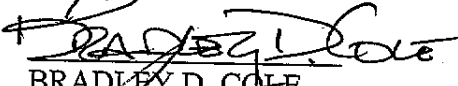
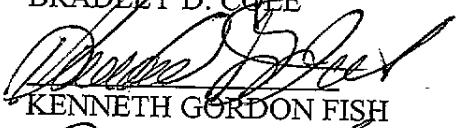

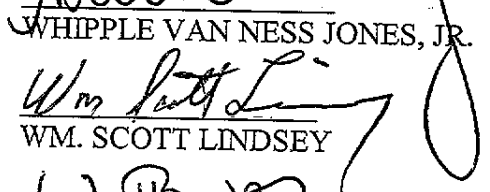
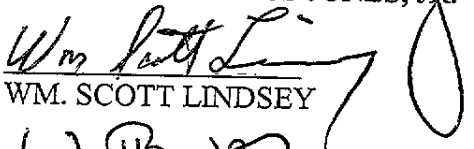



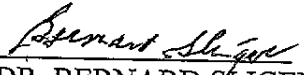
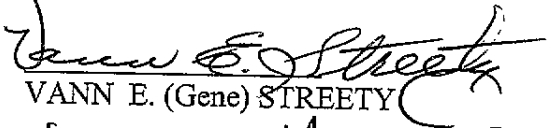
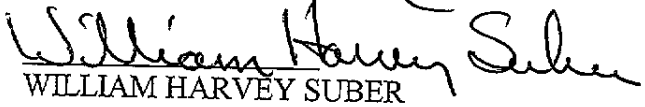
ROBERT L. MCCLOUD

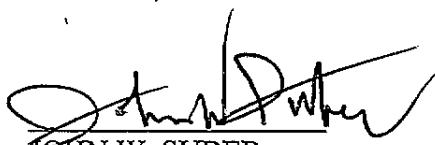
3673 Barbary Drive

	Tallahassee, FL 32308
ROBERT K. BACON	7984 Briarcreek Road Tallahassee, FL 32312
JOHN L. CONLIN	4924 Lester Road Tallahassee, FL 32311
BRADLEY D. COLE	3863 West Millers Bridge Rd Tallahassee, FL 32312
KENNETH GORDON FISH	517 East Private Road St. George Island, FL 32328
AARON TAYLOR	2103 West Randolph Circle Tallahassee, FL 32312
WHIPPLE VAN NESS JONES, JR.	1553 Hickory Avenue Tallahassee, FL 32303
WM. SCOTT LINDSEY	6518 Saylers Creek Road Tallahassee, FL 32308
W. BRADLEY MUNROE	239 East Virginia Street Tallahassee, FL 32301
ROBERT R. PARRISH	6110 Thomasville Road Tallahassee, FL 32312
JAMES M. RUDNICK	3280 Longleaf Court Tallahassee, FL 32310
DR. BERNARD SLIGER	3341 East Lakeshore Drive Tallahassee, FL 32312
VANN E. (Gene) STREETY	1904 Miccosukee Road Tallahassee, FL 32308
WILLIAM HARVEY SUBER	216 Lake Talquin Avenue Tallahassee, FL 32310
JOHN W. SUBER	118 E. King Street Quincy, FL 32351

In Witness of the foregoing, the undersigned directors have executed these Articles of

Incorporation this 13th day of August, 2001.

NAME	STREET ADDRESS
 ROBERT L. MCCLOUD	3673 Barbary Drive Tallahassee, FL 32308
 ROBERT K. BACON	7984 Briarcreek Road Tallahassee, FL 32312
 JOHN L. CONLIN	4924 Lester Road Tallahassee, FL 32311
 BRADLEY D. COLE	3863 West Millers Bridge Rd Tallahassee, FL 32312
 KENNETH GORDON FISH	517 East Private Road St. George Island, FL 32328
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JOHN W. SUBER

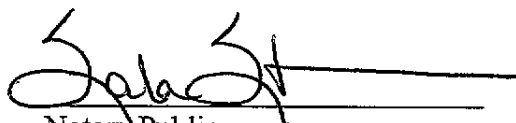
118 E. King Street
Quincy, FL 32351

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 13th day of August, 2001, by ROBERT L. MCCLLOUD, ROBERT K. BACON, JOHN L. CONLIN, BRADLEY D. COLE KENNETH GORDON FISH, AARON TAYLOR, WHIPPLE VANNESS JONES, JR., WM SCOTT LINDSEY, W. BRADLEY MUNROE, ROBERT R. PARRISH, JAMES M. RUDNICK, DR. BERNARD SLIGER, VANNE E. (Gene) STREETEY, WILLIAM HARVEY SUBER and JOHN W. SUBER, who are personally known to me or who have produced a drivers license as identification and who did not take an oath.

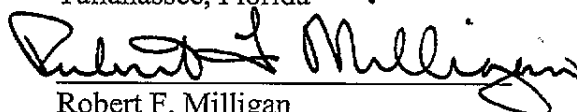


Sala Strickland
MY COMMISSION # CC962961 EXPIRES
August 23, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
State of Florida at Large

Approved by the Department of Banking and Finance this 17TH day of AUGUST, 2001.

Tallahassee, Florida



Robert F. Milligan
Comptroller of the State of Florida
and Head of the Department of
Banking and Finance