

PD3 000 119 979

Sam Lester, Esq.

(Requestor's Name)

Farmers & Merchants Bank

2626 Mahan Drive

(Address)

Tallahassee, FL 32308

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

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FMB Interim Corporation

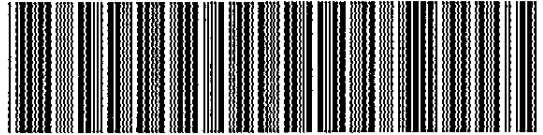
(Business Entity Name)

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DIVISION OF CORPORATION

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03 OCT 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FL 32302

10-27-03
[Signature]

**ARTICLES OF INCORPORATION
OF
FMB INTERIM CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: "FMB Interim Corporation"

ARTICLE II

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act").

ARTICLE III

The Corporation shall have authority to issue Two Million (2,000,000) shares of common stock, \$.10 par value. Preemptive rights are hereby denied as to all authorized shares of the Corporation.

ARTICLE IV

The initial principal office and registered office of the Corporation shall be at 200 E. Washington Street, Monticello, Jefferson County, Florida 32345. The initial registered agent of the Corporation at such address shall be Sam Lester. Written acceptance of such registered agent's appointment has been filed pursuant to the Act either prior to or simultaneously with the filing of these articles.

ARTICLE V

The name and address of the incorporator of the Corporation is:

Sam Lester
2626 Mahan Drive
Tallahassee, Florida 32308

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ARTICLE VI

The names and street address of the persons signing these Articles of Incorporation are

Name

Address

Sam Lester

2626 Mahan Drive
Tallahassee, Florida 32308

ARTICLE VII

To the fullest extent permitted by the Act, as the same may be amended and supplemented, any action required or permitted by the provisions of the Act to be taken at a shareholders' meeting may be taken without a meeting.

ARTICLE VIII

The Corporation shall, to the fullest extent permitted by the provisions of the Act, as the same may be amended and supplemented, indemnify its directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Act. Any indemnification effected under this provision shall not be deemed exclusive of rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators or such a person.

ARTICLE IX

Should any provision of these Articles of Incorporation, or any clause hereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions and clauses of these Articles of Incorporation shall remain valid and fully enforceable.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed, this 27 day of October, 2003.

FMB INTERIM CORPORATION

Sam Lester
Sam Lester
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FMB Interim Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501

Sam Lester
Sam Lester

October 27, 2003
Date