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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton AUG 15 2005

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: August 12, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: First Capital Bank
Marianna, Jackson County
(Proposed New Bank)

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

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. Luckett Collins
First Capital Bank (in organization)
Post Office Box 270
4325 Lafayette Street
Marianna, Florida 32447
- (3) One copy to: Mr. Tim Rich
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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

ARTICLES OF INCORPORATION
OF
FIRST CAPITAL BANK

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be First Capital Bank and its place of business shall be 4701 Highway 90, Marianna, Florida, 32446. These Articles shall be effective upon filing.

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 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 Five Million (5,000,000). Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$3,500,000 in paid-in common capital stock to be divided into 700,000 shares. The amount of surplus with which the corporation will begin business will be no less than \$3,000,000, all of which capital stock and surplus 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




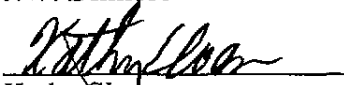


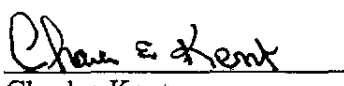
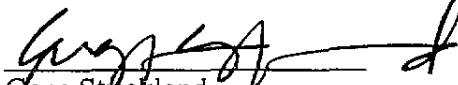
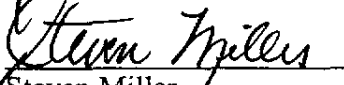
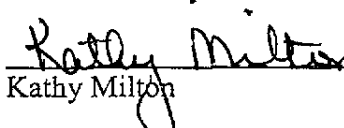
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Luckett Collins	317 Highway 90 Chipley, Florida 32428
Bob Pforte	2958 Heritage Road Marianna, Florida 32448
J.W. Dilmore	788 Mill Road Alford, Florida 32420
Kathy Sloan	2535 Spring Creek Road Marianna, Florida 32448
David Dulaney	4129 Haynes Lane Marianna, Florida 32446
Steve Smith	2224 Kent Cemetery Road Alford, Florida 32420
Charles Kent	1371 Mockingbird Road Marianna, Florida 32448
Gene Strickland	5130 Lake Bluff Circle Marianna, Florida 32446
Steven Miller	4588 Oakwood Drive Marianna, Florida 32446

Kathy Milton

4304 LaFayette Street
Marianna, FL 32446

In witness of the foregoing, the undersigned directors have executed these Articles of
Incorporation this 2ND day of AUGUST, 2005.

<u>NAME</u>	<u>STREET ADDRESS</u>
 Luckett Collins	317 Highway 90 Chipley, FL 32428
 Bob Pforte	2958 Heritage Road Marianna, FL 32448
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 Gene Strickland	5130 Lake Bluff Circle Marianna, FL 32446
 Steven Miller	Oakwood Drive Marianna, FL 32446
 Kathy Milton	4304 LaFayette Street Marianna, FL 32446

APPROVAL

Approved by the Florida Office of Financial Regulation this 11TH day of
August, 2005, Tallahassee, Florida.



Linda B. Charity, Director
Division of Financial Institutions