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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

FGH HOLDING COMPANY

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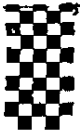
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September 4, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: FGB HOLDING COMPANY
REF: W07000043484

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H07000219207
Letter Number: 907A00052610

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF**

FGB HOLDING COMPANY

1. **Name.** The name of the Corporation is **FGB Holding Company.**
2. **Purpose.** The Corporation is organized for all lawful purposes under the Florida Business Corporation Act.
3. **Initial Principal Office.** The initial principal office of the Corporation is
1234 King Street
Jacksonville, Florida 32204.
4. **Authorized Capital.** The total number of shares of capital stock which the Corporation is authorized to issue is twenty million (20,000,000) shares of common stock, \$1.00 par value, divided into ten million (10,000,000) shares of voting common stock and ten million (10,000,000) shares of nonvoting common stock.
5. **Registered Agent and Registered Office.** The name and address of the initial Registered Agent and the Registered Office of the Corporation are as follows:

Name

Address

Julian E. Fant III

1234 King Street
Jacksonville, Florida 32204
Duval County

I certify that I am familiar with and accept the responsibilities of registered agent.


Julian E. Fant III
Registered Agent

6. **Incorporator.** The name and address of the incorporator are as follows:

Name

Address

Lauren G. Brown

One Atlantic Center
1201 West Peachtree Street, N.W.
14th Floor
Atlanta, GA 30309

7. **Initial Principal Office.** The street address and mailing address of the initial principal office of the Corporation is 1234 King Street, Jacksonville, Florida 32204.

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FLORIDA

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8. Shareholders' Actions by Written Consent. Any action required or permitted by the provisions of the Florida Business Corporation Act, as the same may be amended or supplemented (the "Act"), to be taken at a shareholders' meeting may be taken without a meeting in accordance with Section 607.0704 of the Act if the action is taken by all persons who would be entitled to vote at a meeting. Notice of such action without a meeting by written consent shall be given within ten (10) days after the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

9. Indemnification of Officers and Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) for unlawful distributions to shareholders of the Corporation in violation of Section 607.06401 of the Act, (iv) for conduct adjudged to be willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure judgment in its favor or in a proceeding by or in the right of a shareholder of the Corporation, or (v) for conduct adjudged to be recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Corporation or a shareholder of the Corporation. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

10. Constituencies.

(a) The Board of Directors, when evaluating any offer of another party (i) to make a tender offer or exchange offer for any equity security of the Corporation, (ii) to merge or effect a share exchange or similar transaction with the Corporation, or (iii) to purchase or otherwise acquire all or substantially all of the assets of the Corporation, shall, in determining what is in the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including without limitation: (A) the short-term and long-term social and economic effects on the employees, customers, shareholders and other constituents of the Corporation and its subsidiaries, and on the communities within which the Corporation and its subsidiaries operate (it being understood that any subsidiary bank of the Corporation is charged with providing support to and being involved in the communities it serves); and (B) the

H07000219207 3

consideration being offered by the other party in relation to the then-current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then-estimate of the future value of the Corporation as an independent entity.

(b) Unless sixty percent (60%) of the directors then in office shall approve the proposed change, this Article 10 may be amended or rescinded only by the affirmative vote of the holders of at least a majority of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

11. **Affiliated Transactions.** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions.

12. **Business Transactions.**

(a) In any case in which the Act or other applicable law requires shareholder approval of any merger or share exchange of the Corporation with or into any other corporation, or any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation to any other corporation, person or other entity, approval of such actions shall require the affirmative vote of sixty percent (60%) of the directors of the Corporation then in office and the affirmative vote of a majority of the issued and outstanding shares of the Corporation entitled to vote.

(b) The Board of Directors shall have the power to determine for the purposes of this Article 12, on the basis of information known to the Corporation, whether any sale, lease or exchange or other disposition of part of the assets of the Corporation involves substantially all of the assets of the Corporation.

(c) Unless sixty percent (60%) of the directors then in office shall approve the proposed change, this Article 12 may be amended or rescinded only by the affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

13. **Special Shareholder Meetings.** Special meetings of the shareholders may be called at any time by the corporation's Board of Directors, its President, or by the corporation upon the written request of any one or more shareholders owning an aggregate of not less than fifty percent (50%) of the outstanding capital stock of the corporation. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

14. **Severability.** 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.

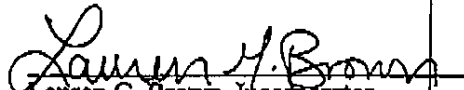
15. **Effective Date.** These Articles of Incorporation shall be effective when filed.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation, this 31st day of August, 2007.


Lauren G. Brown, Incorporator

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TALLAHASSEE, FLORIDA