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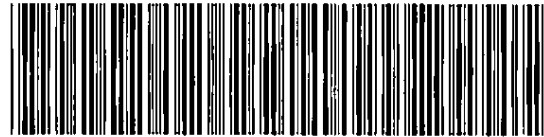
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FLORIDA OFFICE OF  
**FINANCIAL REGULATION**

www.flofr.com

January 24, 2019

VIA INTEROFFICE MAIL

Ms. Diane Cushing  
Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Amendment to the Articles of Incorporation for One South Bank, Chipley, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (1) One copy to: Attention: John P. Greeley  
Smith Mackinnon, P.A.  
Citrus Center  
255 South Orange Avenue Suite 1200  
Orlando, Florida 32801

Enclosed is check No. 0023886, totaling \$87.50, payable to the Florida Department of State. The check represents payment for the filing fee and one certified copy for the attached Amendment to Articles of Incorporation, as well as the fee and cost for an additional certified copy. If you have any questions, please do not hesitate to contact our Jeremy A. Glover at 850-410-9535, or at [Jeremy.Glover@FLQFR.com](mailto:Jeremy.Glover@FLQFR.com).

Sincerely,

Ms. Terry L. Hughes  
Bureau Chief  
Division of Financial Institutions

TLH/jag

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ONE SOUTH BANK**

FILED  
2019 JAN 24 AM 10:31  
CLERK OF CIRCUIT COURT  
IN AND FOR THE STATE OF FLORIDA  
JACKSONVILLE

One South Bank does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act").

**ARTICLE I**

The name of the Corporation is One Florida Bank and its principal place of business shall be at 1385 Main Street, Chipley, Florida 32428.

**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 banking corporations.

**ARTICLE III**

The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 25,000,000 with a par value of \$4.00 per share.

The holders of Common Stock shall each be entitled to one vote for each share held. There shall be no cumulative voting in the election of directors.

No holders of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**ARTICLE IV**

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

#### ARTICLE V

The number of Directors of this Corporation shall be not fewer than five. A majority of the full Board of Directors may, at any time during the year following an annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

#### ARTICLE VI

The street address of the registered office of the Corporation shall be 1385 Main Street, Chipley, Florida 32428, and the registered agent of the Corporation at such address shall be Eric S. Nadeau. The Corporation may change its registered agent, the location of its registered office, its principle place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

#### ARTICLE VII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE VIII

These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and the right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

#### CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the (a) Board of Directors of the Corporation on January 11, 2019, and (b) holders of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on January 10, 2019 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 11<sup>th</sup> day of January, 2019.

One South Bank

By: 

Kim Davis Wilson

President and Chief Executive Officer

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

One South Bank (the "Corporation") has named and designated Eric S. Nadeau as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1385 Main Street, Chipley, Florida 32428.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

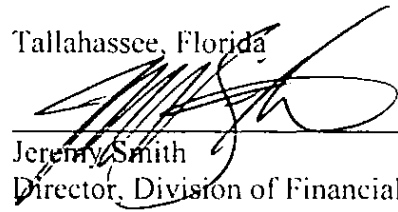
Dated this 11<sup>th</sup> day of January 2019.

  
Eric S. Nadeau, Registered Agent

## APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation  
this 24<sup>th</sup> day of JANUARY, 2019.

Tallahassee, Florida



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Jeremy Smith  
Director, Division of Financial Institutions