

P22000023788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

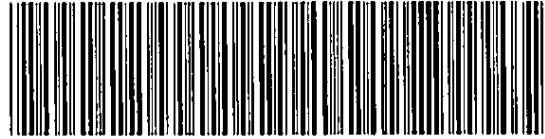
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200384201602

03/30/22--01005--005 **262.50

FILED
2022 MAR 30 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2022 MAR 30 AM 11:25
TALLAHASSEE, FLORIDA

T. BURCH
APR 1 2022



Commissioner Russell C. Weigel, III

March 30, 2022

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section

Mr. Timothy Burch
Senior Section Administrator
New Filing Section

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Five Flags Interim Bank; Articles of Merger of Bank of the South and Warrington Bank with and into Five Flags Interim Bank with Warrington Bank as the resulting Bank; and Amended and Restated Articles of Incorporation of Warrington Bank

Dear Ms. Cushing and Timothy Burch:

Please file the attached documents for the above-reference entities to be filed in the following order:

- Articles of Incorporation of Five Flags Interim Bank (effective 12:01 am, Eastern Time on Friday, April 1, 2022);
- Articles of Merger of Bank of the South and Warrington Bank with and into Five Flags Interim Bank with Warrington Bank as the resulting Bank (effective 12:01 am, Eastern Time on Friday, April 1, 2022); and
- Amended and Restated Articles of Incorporation of Warrington Bank (effective 12:01 am, Eastern Time on Friday, April 1, 2022);

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fee of the Articles of Incorporation and two certified copies.

Check Nos.	Amount
# 934956	\$262.50

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

(2) One copies to: Marina Oltman-Pal
Greenberg Traurig, P.A.
333 S.E. 2nd Avenue
Miami, FL 33131
Office (305) 579-0779

If you have any questions, please do not hesitate to contact David Burgess at David.Burgess@flor.gov or (850) 410-9532.

Sincerely,

A handwritten signature in black ink, appearing to read "Jason M. Guevara", with a long horizontal flourish extending to the right.

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

ARTICLES OF INCORPORATION OF
FIVE FLAGS INTERIM BANK

FILED
12 MAR 30 AM 8:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be Five Flags Interim Bank, a successor Florida banking corporation (the "Corporation") and its initial place of business shall be 4093 Barrancas Ave., in the City of Pensacola, in the County of Escambia, and the State of Florida.

ARTICLE II

This Corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes, for the sole purpose of effecting a merger, pursuant to which Bank of the South, a Florida banking corporation ("Bank of the South"), and The Warrington Bank, a Florida banking corporation ("Warrington"), will merge with and into the Corporation (the "Merger"), so that upon completion of the Merger, Bank of the South will cease to legally exist as a separate entity and Warrington will be the surviving chartered institution and a direct wholly-owned subsidiary of Five Flags Banks, Inc., a Florida corporation that will carry on banking operations.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 100. Such shares shall be of a single class and shall have a par value of \$1 per share. The Corporation shall begin business with at least \$100 in paid-in capital stock to be divided into 100 shares and no business may commence until all authorized shares have been subscribed and fully paid.

ARTICLE IV

The Corporation will cease to legally exist upon the completion of the Merger, as evidenced by the issuance of a Certificate of Merger to Warrington by the Florida Office of Financial Regulation in accordance with Section 658.45(1), Florida Statutes.

ARTICLE V

The initial board of directors shall consist of at least five (5) members. The names and street addresses of the first directors of the Corporation are:

Name	Address
Marilyn W. Hess	585 Windrose Cr. Pensacola, FL 32507
Gail E. Russo	403 Gibbs Rd. Pensacola, FL 32507
Martha S. Kilpatrick	1838 Hollyhill Rd. Pensacola, FL 32526

Raymond H. Jones	9548 Villas Dr. Foley, AL 36535
Donna L. Mair	585 Windrose Cir. Pensacola, FL 32507

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation as of 10/12, 2021.

Name and Signature	Address
<u>Marilyn W. Hess</u> Marilyn W. Hess	585 Windrose Cr. Pensacola, FL 32507
<u>Gail E. Russo</u> Gail E. Russo	403 Gibbs Rd. Pensacola, FL 32507
<u>Martha S. Kilpatrick</u> Martha S. Kilpatrick	1838 Hollyhill Rd. Pensacola, FL 32526
<u>Raymond H. Jones</u> Raymond H. Jones	9548 Villas Dr. Foley, AL 36535
<u>Donna L. Mair</u> Donna L. Mair	585 Windrose Cir. Pensacola, FL 32507

The foregoing instrument was acknowledged before me this 12 day of October, 2021, by Raymond Jones, who is personally known to me or who has produced Personally as identification and who did/did not take an oath.
Know

(SEAL)

Mary A. MacGregor
Notary Public - State of Florida at Large

My Commission Expires: 11/17, 2022

Approved by the Office of Financial Regulation this _____ day of _____, 20__ in Tallahassee, Florida.

Linda B. Charity
Deputy Director

MARY A. MACGREGOR
Notary Public, State of Florida
My Comm. Expires Nov. 17, 2022
Comm. No. GG253710

CONFIDENTIAL SECTION


SCHEDULE VI - NONCONFORMING ASSETS

Note: Supplemental schedules and exhibits may be added by the Applicant.

ATTESTATION

The Applicant hereby represent that the information contained in this application and said attachments is true and complete to the best of their knowledge and belief.

Five Flags Banks, Inc.
(A Holding Company)

By 
(Authorized Officer)

Raymond Jones

(Name)

President

(Title)

2022 MAR 30 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED