

P22000023788

(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

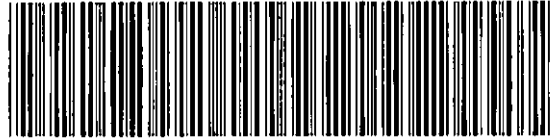
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52.50

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

Effective 4-1-22

Amended
&
Revised
Art.

4/1/22
DC

ALLAHASSEE FILM

2022 MAR 30 AM 11:26

RECEIVED

ALLAHASSEE FILM

2022 APR 30 AM 8:04

FILED



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:

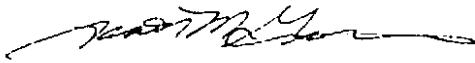
(1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street

Tallahassee, Florida 32399-0371

(2) One copies to: Marina Olman-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

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE WARRINGTON BANK**

FILED
2022 APR 30 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being (i) the sole stockholder of **The Warrington Bank**, a Florida banking corporation (the "Bank"), and (ii) the President of the Bank, do each hereby certify that the Board of Directors of the Bank and the undersigned have approved these Third Amended and Restated Articles of Incorporation of the Bank as set out herein:

RECITALS

- A. The Articles of Incorporation of the Bank which were filed with the Secretary of State of the State of Florida on September 8, 1952 (the "Original Articles"), were amended by the First Amendment dated January 12, 1965 (the "First Amendment") and the Second Amendment dated July 28, 2021 (the "Second Amendment"); and
- B. The sole stockholder of the Bank has, pursuant to applicable law, determined to Amend and Restate the Original Articles as previously amended by the First Amendment and the Second Amendment to read in their entirety as follows:

ARTICLE I: NAME

The name of the corporation shall be The Warrington Bank.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office of the Bank shall be 4093 Barrancas Ave., Pensacola, FL 32507. The mailing address of the Bank shall be P.O. Box 4877, Pensacola, FL 32507.

ARTICLE III: PURPOSE

The general nature of the business to be transacted by the Bank shall be: That of a general banking business with all the rights, powers and privileges granted and conferred by the banking laws of the State of Florida regulating the organization, powers and management of banking corporations.

ARTICLE IV: CAPITAL

The maximum number of shares that the Bank shall be authorized to issue and have outstanding at any time is Fifty Thousand (50,000), all of which shall be common stock with a par value of \$1.00 per share. The amount of capital with which the Bank will begin business shall be \$31,081,000.

ARTICLE V: TERM

The term for which the Bank shall exist shall be perpetual.

ARTICLE VI: MANAGEMENT

The business and affairs of the Bank shall be managed by (i) a Board of Directors of not less than five Directors who shall be elected annually by the stockholders of the Bank at their annual meeting to be held at the Bank's principal office during the month of January of each year; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of stockholders at which such action has been authorized, increase the number of Directors and appoint persons to fill the resulting vacancies; provided further that in any one year not more than two such additional directors shall be authorized pursuant to this Article VI, (ii) a President, who shall be a Director, (iii) one or more Vice Presidents, (iv) a Secretary/Treasurer and (v) such other officers as may be designated in the bylaws of the Bank, who shall be appointed by the Board of Directors.

ARTICLE VII: DIRECTORS

The Board of Directors of the Bank shall consist of the following named Directors until new or additional Directors are elected as set forth in Article VI:

NAME	ADDRESS
Marilyn W. Hess	585 Windrose Cir., Pensacola, FL 32507
Raymond H. Jones	9548 Villas Dr., Foley, AL 36535
Martha S. Kilpatrick	1838 Hollyhill Rd., Pensacola, FL 32526
Donna L. Mair	585 Windrose Cir., Pensacola, FL 32507
Gail E. Russo	403 Gibbs Rd., Pensacola, FL 32507

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Bank shall be 4093 Barrancas Ave., Pensacola, FL 32507. The name of the registered agent of the Bank at that office shall be Donna Mair.

[Signature Pages Follow]

The undersigned sole stockholder of the Bank has executed these Third Amended and Restated Articles of Incorporation this 21st day of January, 2022.

Sole Stockholder

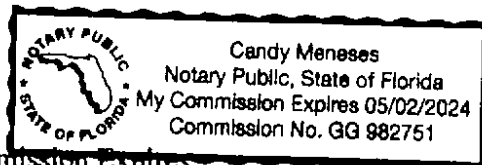
Five Flags Banks, Inc.

By: *Raymond H. Jones*
Raymond H. Jones
President

ACKNOWLEDGMENT
STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the undersigned Notary Public in and for the State of Florida at large, personally appeared Raymond H. Jones, as President of Five Flags Banks, Inc. and known to me and known to be the individual described in and who executed the foregoing Third Amendment to the Articles of Incorporation of The Warrington Bank and being duly sworn and severally acknowledged that he executed the same for the uses and purposes therein expressed.

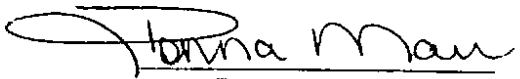
IN WITNESS WHEREOF, I have set my hand and affixed my Notarial Seal this 21 day of January, 2022.



My Commission Expires. _____

Candy Meneses
Notary Public

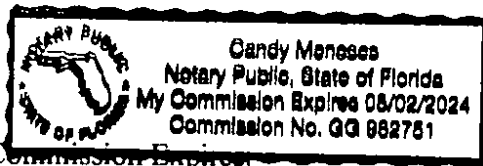
The undersigned President of the Bank has executed these Third Amended and Restated Articles of Incorporation this 18 day of January, 2022.


Donna Mair, President

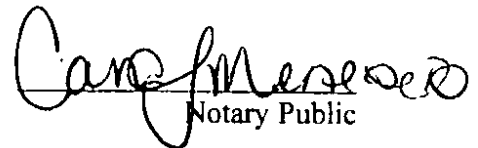
ACKNOWLEDGMENT
STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the undersigned Notary Public in and for the State of Florida at large, personally appeared Donna Mair and known to me and known to be the individual described in and who executed the foregoing Third Amendment to the Articles of Incorporation of The Warrington Bank and being duly sworn and severally acknowledged that he executed the same for the uses and purposes therein expressed.

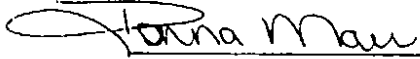
IN WITNESS WHEREOF, I have set my hand and affixed my Notarial Seal this 21 day of January, 2022.



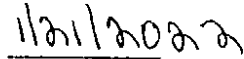
My Commission Expires _____


Notary Public

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Third Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

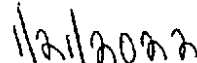


Date

I submit these Third Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



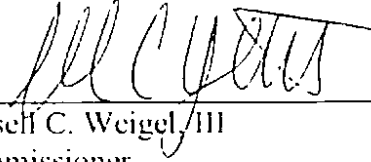
Required Signature/Registered Agent



Date

APPROVED by the Office of Financial Regulation this 29th day of
March, 2022.

Tallahassee, Leon County, Florida

A handwritten signature in black ink, appearing to read "Russell C. Weigel, III", written over a horizontal line.

Russell C. Weigel, III
Commissioner
Office of Financial Regulation