

P95000023557

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies 2 Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200134658592

10/06/08--01030--007 #52.50

FILED

2008 OCT -6 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Astart
Tewis
10-13-08

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

October 9, 2008

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

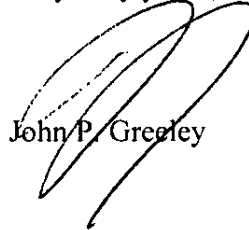
Re: First Bankshares, Inc.
Winter Park, Florida

Dear Karon:

Enclosed are three manually signed originals of the Registered Agent Certificate for inclusion with the Restated Articles of Incorporation previously filed with your office this week on behalf of First Bankshares, Inc.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosure

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

October 2, 2008

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

Via Federal Express

Florida Secretary of State
Attention: Karon Beyer
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: First Bankshares, Inc.

Dear Karon:

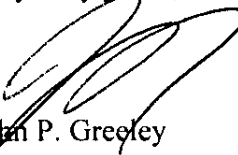
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50 for the filing fee and two certified copies of the Restated Articles of Incorporation; and
3. Two photocopies of the executed Restated Articles of Incorporation.

Please file the enclosed documents and return to us two certified copies of the Restated Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures

Copy to: Susma Patel, Chairwoman and CEO
First Bankshares, Inc.

RESTATED
ARTICLES OF INCORPORATION
OF
FIRST BANKSHARES, INC.

FILED
2008 OCT -6 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First Bankshares, Inc., whose original Articles of Incorporation were filed by the Florida Department of State on March 22, 1995, does hereby amend and restate its Articles of Incorporation by filing these Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is First Bankshares, Inc.

ARTICLE II

Commencement of Corporate Existence; Duration

The Corporation shall exist perpetually, commencing March 22, 1995.

ARTICLE III

Purpose and Powers

The general purpose of the Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The Corporation shall have authority to issue 5,000,000 shares of common stock with a par value of \$0.01 per share (referred to in these Restated Articles of Incorporation as “Common Stock”).

(2) Gooding’s Preferred Stock. The Corporation shall have authority to issue 100,000 shares of noncumulative perpetual preferred stock with a par value of \$5.50 per share (referred to in these Restated Articles of Incorporation as “Gooding’s Preferred Stock”).

(3) Series A Preferred Stock. The Corporation shall have the authority to issue 20,000 shares of noncumulative convertible perpetual preferred stock with a par value of \$100.00 per share (referred to in these Restated Articles of Incorporation as “Series A Preferred Stock”).

(4) Preferred Stock. The Corporation shall have authority to issue an aggregate of 5,000,000 shares of preferred stock with a par value of \$0.01 per share (referred to in these Restated Articles of Incorporation as “Preferred Stock”).

B. Description of Gooding’s Preferred Stock and Series A Preferred Stock. The terms, preferences, limitations and relative rights of the Gooding’s Preferred Stock and the Series A Preferred Stock are as follows:

(1) Dividends. Dividend rights attributable to the shares of Gooding’s Preferred Stock and Series A Preferred Stock are as follows:

(a) The holders of Series A Preferred Stock shall be entitled to receive such noncumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor, payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year at the Coupon Rate per annum of the par value of such shares. The “Coupon Rate” shall equal 1.75% plus the greater of (i) *The Wall Street Journal* Prime Rate as published in the “Money Section” of *The Wall Street Journal* (or, if such rate becomes unavailable, the Corporation may designate a substitute prime rate index) from time to time, or (ii) 5%. Each declared dividend shall be payable to holders of record as they appear at the close of business on the stock books of the Corporation on such record dates, not more than 30 calendar days and not less than 10 calendar days preceding the dividend payment date therefor, as determined by the Board of Directors.

(b) Subject to the prior and superior rights of the holders of any shares of Series A Preferred Stock and any shares of Preferred Stock, the holders of the Gooding’s Preferred Stock shall be entitled to receive such noncumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor. No dividend shall be declared or paid or set apart for payment on the Gooding’s Preferred Stock during any calendar year unless full dividends for such calendar year on the Series A Preferred Stock (and on any one or more series of shares of Preferred Stock as determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors) have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for such payment. Subject to

the foregoing, if the Board of Directors declares or sets aside any dividends payable on the Common Stock, then the holders of Gooding's Preferred Stock shall be entitled to receive the same amount per share as received by the holders of Common Stock.

(2) Voting Rights. Holders of Series A Preferred Stock and Gooding's Preferred Stock shall have no voting rights, except as provided under the Act.

(3) Conversion Rights. The conversion rights attributable to the shares of Series A Preferred Stock and Gooding's Preferred Stock shall be as follows:

(a) The shares of Series A Preferred Stock may, at the option of the holder thereof, be converted into shares of Common Stock as follows:

(1) The holder of any shares of Series A Preferred Stock may at such holder's option at any time, and from time to time, convert any such shares into that number of fully paid and nonassessable shares of Common Stock as shall be determined by dividing the par value of the shares of the Series A Preferred Stock to be converted by 130% of the Per Share Book Value of the Common Stock. The "Per Share Book Value of the Common Stock" shall be determined by dividing (i) the book value (Common Stock stated capital, surplus and undivided profits) of the Corporation, as determined in accordance with generally accepted accounting principles, as of the last day of the calendar quarter preceding the date of the delivery by the holder to the Corporation of a conversion notice in accordance with the terms herein required accompanied by the shares of Series A Preferred Stock (the "Reference Date"), but excluding any amounts attributable to the par value of the Series A Preferred Stock, any consideration received by the Corporation for the issuance of the outstanding shares of Gooding's Preferred Stock, and the effect of any adjustment required pursuant to Statement of Financial Accounting Standards No. 115, by (ii) the shares of Common Stock outstanding on the Reference Date.

(2) The holder of any shares of Series A Preferred Stock may exercise the conversion right as to any or all of such shares, by delivering to the Corporation during regular business hours, at its main office, the certificate(s) for the shares to be converted, duly endorsed or signed in blank or to the Corporation (if required by it), with a conversion notice duly completed and executed. Conversion shall be deemed to have been effected on the business day when such delivery is made (or on the next succeeding business day if such delivery is made on a day other than a business day), and such date is referred to herein as the "Conversion Date. As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares and/or fractional shares of Common Stock to which any such holder is entitled. The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of the Common Stock on the Conversion Date. Upon conversion of only a portion of the number of shares of Series A Preferred Stock covered by certificates surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the Corporation's expense, a new certificate for the shares, or fraction

thereof, of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered, which new certificate shall entitle the holder thereof to dividends on the shares represented thereby to the same extent as if the certificate theretofore covering such unconverted shares had not been surrendered for conversion.

(b) The shares of Gooding's Preferred Stock may, at the option of Gooding's Supermarkets, Inc. ("Gooding's"), be converted into shares of Common Stock if the shares of Gooding's Preferred Stock are transferred by Gooding's to a person not affiliated with Gooding's in one or more of the following transactions:

- (1) In a transaction where Rule 144 under the Securities Act of 1933 is available;
- (2) In a widely-disbursed public offering of the shares of Gooding's Preferred Stock;
- (3) In blocks of shares of Gooding's Preferred Stock that would convert to no more than two percent (2%) of the outstanding Common Stock; or
- (4) To a third party that has acquired a majority of the outstanding shares of Common Stock, independent of the shares acquired from Gooding's.

Each share of Gooding's Preferred Stock shall be converted, in accordance with the foregoing, into one share of Common Stock; provided, however, that if there is any subdivision or combination of the outstanding shares of Common Stock into a greater or lesser number of shares (without a proportionate and corresponding subdivision or combination of the outstanding Gooding's Preferred Stock), or if there is a dividend payable in Common Stock to holders of record of Common Stock or the holders of Common Stock are entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into or entitling the holder thereof to receive additional shares of Common Stock without payment of any consideration by such holder for such other securities, rights or additional shares of Common Stock, then the number of shares of Common Stock into which shares of Gooding's Preferred Stock may be converted shall be adjusted by the Board of Directors in its sole discretion taking into account the effect of the Common Stock transaction.

(4) Merger or Consolidation. Upon any merger or consolidation of the Corporation, each share of Gooding's Preferred Stock and Series A Preferred Stock shall be entitled to receive the same value and consideration received by a holder of a number of shares of Common Stock of the Corporation into which the share of Series A Preferred Stock and Gooding's Preferred Stock, as the case may be, might have been converted immediately prior to such merger or consolidation.

(5) Redemption Rights. The redemption rights attributable to the shares of Series A Preferred Stock and Gooding's Preferred Stock shall be as follows:

(a) The shares of Series A Preferred Stock may be redeemed by the Corporation (provided that notice thereof shall have been delivered by the Corporation) at its option in whole or in part from time to time at an amount equal to 110% of par value, subject to the receipt of prior approval from the Federal Reserve Bank of Atlanta (as and to the extent required). The Corporation shall give written notice of each redemption of the Series A Preferred Stock or any portion thereof to the holder of the shares by first-class mail not less than 30 days prior to the date fixed for such redemption, which notice shall specify the amount thereof so to be redeemed and the date fixed for such redemption. Such notice shall be mailed to the holder of the Series A Preferred Stock at the address appearing in the register of the Corporation unless any such holder (or successor to such holder) shall have filed with the Corporation another address for such purpose, in which event such notice shall be mailed to such address most recently filed. Upon notice of any redemption being given as provided herein, the Corporation shall redeem on the date fixed for such redemption, the amount of the Series A Preferred Stock or portion thereof as the case may be, so to be redeemed, as specified in such notice; provided, however, that as to all or a portion of the shares of Series A Preferred Stock, as the case may be, as to which notice of redemption shall have been given, the holder thereof may, at any time up to the close of business on the business day prior to the date fixed for redemption, convert all or a portion of such shares to be so redeemed into shares of Common Stock as provided under paragraph B(3) of this Article. Shares of Series A Preferred Stock redeemed by the Corporation shall be on a pro rata basis among all holders of such shares.

(b) The shares of Gooding's Preferred Stock shall have no redemption rights nor shall such shares be subject to call by the Corporation.

(6) Liquidation Preference. Upon any voluntary liquidation, or appointment of a conservator or receiver, the amounts payable with respect to the Series A Preferred Stock and Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) shall be an amount equal to the par or face value of such shares. If, upon any voluntary liquidation, or appointment of a conservator or receiver, the amounts payable with respect to the Series A Preferred Stock and Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) are not paid in full, the holders of Series A Preferred Stock and Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) will share ratably in any such distribution of assets of the Corporation in proportion to the full respective preferential amounts to which they are entitled based upon the par or face value of such shares. After payment of the full amount of the liquidating distribution to which the Series A Preferred Stock and Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) are entitled, the holders of such shares will not be entitled to any further participation in any distribution of assets of the Corporation. All distributions made with respect to the Series A Preferred Stock and Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) in connection with such liquidation or dissolution of the Corporation shall be made pro rata to the holders of each such series entitled thereto.

(7) Preemptive Rights. Holders of Series A Preferred Stock and Gooding's Preferred Stock shall not 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 of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(8) Certain Events. If any event occurs as to which in the sole discretion of the Board of Directors of the Corporation the other provisions of this Article would not protect the conversion or other rights of the Series A Preferred Stock or the Gooding's Preferred Stock (and, if issued, shares of Preferred Stock) in accordance with the essential intent and principles of this Article, then such Board of Directors shall make an adjustment in the application of such provisions, in accordance with such essential intent and principles as determined by the Board of Directors, so as to protect such rights as aforesaid.

C. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common stock.

(2) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series can be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The rights, if any, whether full or limited, of the shares of such series, which may include no voting powers, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors.

(3) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

D. Description of Common Stock. The terms, preferences, limitations and relative rights of the Common Stock are as follows:

(1) Dividends on Common Stock. Subject to the prior and superior rights of the holders of any shares of Series A Preferred Stock and Preferred Stock, the holders of Common Stock shall be entitled to receive such dividends if, as, and when declared by the Board of Directors out of funds legally available therefor.

(2) Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

(3) Liquidation Preferences. If the Corporation is placed in voluntary liquidation, or if a conservator or receiver is appointed therefor, no payment shall be made to the holders of

Common Stock until the holders of Series A Preferred Stock and Gooding's Preferred Stock (and, if shares of Preferred Stock are issued, the holders of such shares of Preferred Stock) shall have been paid in full an amount equal to the par or face value of such stock.

(4) Preemptive Rights. Holders of Common Stock shall not 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 of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Registered Office and Agent; Principal Place of Business

The registered office of the Corporation shall be located at the City of Winter Park, County of Orange, and State of Florida, and its address there shall be, at present, 369 North New York Avenue, Winter Park, Florida 32789, and the registered agent of the Corporation at that address shall be Darwin P. Kelly, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Restated Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 369 North New York Avenue, Winter Park, Florida 32789.

ACTION VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the Bylaws of the Corporation, but at no time shall the number of Directors be less than one. Directors may be removed by shareholders only for cause.

ARTICLES VII

Bylaws

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

ARTICLE VIII

Amendment of Restated Articles of Incorporation

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

ARTICLE IX

Headings and Captions

The headings or captions of these various Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

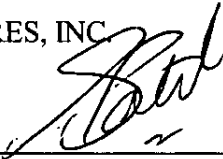
CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on September 30, 2008 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on September 30, 2008, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned Chairwoman and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 30th day of September, 2008.

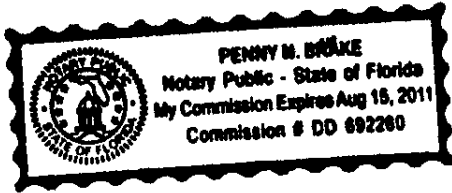
FIRST BANKSHARES, INC

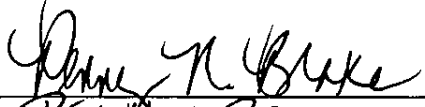
By: _____


Susma Patel, Chairwoman and Chief
Executive Officer

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 30th day of September, 2008, by Susma Patel, Chairwoman and Chief Executive Officer, of First Bankshares, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me and did not take an oath.





(PENNY M. BRAKE)

Print Name Below Signature
Notary Public, State of Florida
My Commission Expires: *Aug. 15, 2011*

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

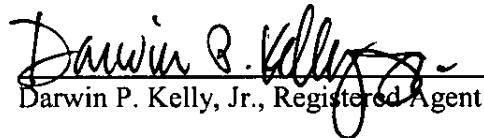
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First Bankshares, Inc. (the "Corporation") a corporation under the laws of the State of Florida, has named and designated Darwin P. Kelly, Jr., as its Registered Agent to accept service of process within the State of Florida with its registered office located at 369 North New York Avenue, Winter Park, Florida 32789.

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 6th day of October, 2008.



Darwin P. Kelly, Jr., Registered Agent