

D960000/3173

Pennington Culpepper, et al
(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

FILED
96 FEB 12 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. First Bank Holding Co. Articles of Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 FEB 12 PM 4:10
DIVISION OF CORPORATION

D. BROWN FEB 13 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FIRST BANK HOLDING COMPANY

FILED
26 FEB 12 PM 4:16
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be FIRST BANK HOLDING COMPANY.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of owning stock of banks and other financial institutions, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be F.C. NIXON. The address of the registered agent shall be 1997 Capital Circle, N.E., Tallahassee, FL 32308.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 1997 Capital Circle, N.E., Tallahassee, FL 32308.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of one cent (\$.01) par value voting common stock and 500,000 shares of one cent (\$.01) par value preferred stock.

Authority is hereby vested in the Board of Directors of the Corporation to divide the authorized preferred stock into series, and to issue the preferred stock in such series as they may designate. All shares of preferred stock shall be identical, and shall have rights equal to the rights vested in the common stock of the Corporation, except as to such rights and preferences as may be fixed and determined by the Board of Directors of the Corporation by resolution, in accordance with the procedures provided herein. The Board of Directors may establish one or more series of preferred stock, and may fix and determine the relative rights and preferences of each series so established, with respect to all or any of the following:

- i. The rate or manner of payment of dividends;
- ii. Whether shares may be called or redeemed and, if so, the call or redemption price and terms and conditions of the call or redemption;
- iii. The amount payable upon shares in the event of voluntary or involuntary liquidation;
- iv. Sinking fund provisions, if any, for the call or redemption of shares;
- v. Terms and conditions, if any, upon which the shares may be converted into another class or series;
- vi. Voting rights, if any.

The relative rights of each series shall be set forth in full, or summarized, on the stock certificates issued by the Corporation to represent the stock, or, in lieu of thereof, there may be set forth on the certificates a statement that the Corporation will furnish without charge, to each stockholder who so requests, a list of the designations, preferences, limitations and relative rights of each series, and the authority vested in the Board of Directors to fix and determine the relative rights and preferences of any subsequent series.

Prior to the issue of any shares of a series established by board resolution, the Corporation shall file in the Office of the Department of State a statement setting forth the name of the Corporation, the date of the adoption of the resolution establishing the series, and enclosing a copy of the resolution determining the relative rights and preferences thereof, together with a statement that the resolution was duly adopted by the Board of Directors. The statement shall be executed by the President or

Vice President of the Corporation and by its Secretary or Assistant Secretary, and acknowledged by one of them. Upon the filing of such statement with the Department of State, the resolution establishing and designating the series, and fixing and determining the relative rights and preferences of the series, shall constitute an amendment to the Articles of Incorporation of the Corporation.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one director (1) nor more than fifteen (15). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Kathleen B. Atkins	5500 Pimlico Drive Tallahassee, FL 32308
Michael L. Blankenship	4123 Woodville Highway Tallahassee, FL 32311
William E. Childers	2241 Armistead Road Tallahassee, FL 32312
Nancy T. Council	1844 Chardonnay Place Tallahassee, FL 32311
William G. Donnellon	1249 Penny Lane Tallahassee, FL 32312
Elaine N. Duggar	1888 Ox Bottom Road Tallahassee, FL 32312
Thomas E. Duggar	1888 Ox Bottom Road Tallahassee, FL 32312

<u>Name</u>	<u>Address</u>
William D. Gunter	3802 Leane Drive Tallahassee, FL 32308
F.C. Nixon	3141 Ortega Drive Tallahassee, FL 32312
J. Lee Vause	Post Office Box 1236 Tallahassee, FL 32302
Stephen R. Winn	1424 Ox Bottom Road Tallahassee, FL 32312

ARTICLE IX

Incorporator

The name and address of the Incorporator is: F.C. Nixon, 1997 Capital Circle, N.E., Tallahassee, FL 32308.

ARTICLE X

Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	F.C. Nixon 3141 Ortega Drive Tallahassee, FL 32312
Secretary/Treasurer	Suzanne B. Coughlin 2984 Whirlaway Trail Tallahassee, FL 32308

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact

that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct and upon receipt of an undertaking by such person to repay such amount in the event of an ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the

power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 8th day of February, 1996, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

AC NIXON
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared F.C. NIXON, and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 8th day of February, 1996.

Michelle L. Farris
NOTARY PUBLIC - STATE OF FLORIDA



MICHELLE L. FARRIS
My Commission CC483317
Expires Oct. 25, 1998

PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me Personally Known
or produced the following identification: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FIRST BANK HOLDING COMPANY.
2. The name and address of the registered agent and office is:

F.C. NIXON

(NAME)

1997 Capital Circle, N.E.

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, FL 32308

(CITY/STATE/ZIP)

SIGNATURE [Signature]

TITLE Incorporator

DATE 2/8/96

FILED
96 FEB 12 PM 4:16
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 2-8-96

REGISTERED AGENT FILING FEE: \$35.00