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Inter-Office  
Communication



Comptroller of Florida  
Division of Banking

DATE: March 27, 1997

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-03/31/97--01147--021

\*\*\*\*402.50 \*\*\*\*122.50

TO: Karon Beyer, Department of State  
Division of Corporations - Bureau of Commercial Recording

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Merger of First Interim Bank of Tallahassee into First Bank

Please file the attached "Merger Agreement" for the above-referenced institutions, using March 27, 1997, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to:

Division of Banking  
Office of Licensing and Chartering  
101 East Gaines Street  
Tallahassee, Florida 32399-0350

(2) One copy to:

Federal Deposit Insurance Corporation  
Suite 1600, One Atlantic Center  
1201 West Peachtree Street, Northeast  
Atlanta, Georgia 30309-3449

(3) <sup>ONE</sup> ~~TWO~~ copies to: Cathi C. Wilkinson, Esquire  
Pennington, Culpepper, Moore, Wilkinson,  
Dunbar & Dunlap, P. A.  
Post Office Box 10095  
Tallahassee, Florida 32302-2095

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 487-1410.

JAP:bms

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia  
Bureau of Financial Institutions - District I

FILED  
97 MAR 27 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BMC  
3-28-97

35.00 F.F.  
57.50 C.C.  
122.50

BANK ARTICLES OF INCORPORATION  
OF  
FIRST INTERIM BANK OF TALLAHASSEE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be First Interim Bank of Tallahassee, and its initial place of business shall be at 1997 Capital Circle N.E., in the City of Tallahassee, in the County of Leon, and in the State of Florida.

ARTICLE II

This Corporation shall be organized as a successor institution as defined in Section 658.40(4), Florida Statutes (1995).

ARTICLE III

Section 1. The total number of shares of capital stock authorized to be issued by the Corporation shall be ten (10) shares. Such shares shall be of a single class and shall have a par value of \$75.00 per share.

Section 2. The Corporation shall begin business with at least \$750.00 in paid-in capital stock to be divided into ten (10) shares with a par value of \$75.00 per share. The amount of surplus with which the Corporation will begin business will be not less than \$200.00 and the amount of undivided profits will be not less than \$50.00, all of which (capital stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said Corporation shall exist shall not exceed one (1) year.

ARTICLE V

The number of directors of the Corporation shall not be fewer than five (5). The names and street addresses of the first directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
William E. Childers	2241 Armistead Road Tallahassee, FL 32312
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 VI

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Street Address</u>
First Bank Holding Company	1997 Capital Circle, N.E. Tallahassee, Florida 32308

IN WITNESS OF the foregoing, the undersigned Incorporator has  
executed these Articles of Incorporation this 5th day of March,  
1997.

FIRST BANK HOLDING COMPANY, a  
Florida corporation

By: OC Nixon

F.C. NIXON  
Its: President

"Incorporator"

STATE OF FLORIDA,

COUNTY OF LEON.

BEFORE ME, the undersigned officer, duly authorized to take  
acknowledgements and administer oaths, personally appeared F.C.  
NIXON, as President of FIRST BANK HOLDING COMPANY, Incorporator,  
who being first duly sworn and upon his oath, stated that he signed  
the above Articles of Incorporation of First Interim Bank of  
Tallahassee for the purposes therein expressed this 5th day of  
March, 1997.

Cathi C. Wilkinson  
NOTARY PUBLIC - STATE OF FLORIDA



CATHI C. WILKINSON  
MY COMMISSION # CC384724 EXPIRES  
July 17, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

PRINTED NAME OF NOTARY; COMMISSION  
NUMBER AND EXPIRATION OF COMMISSION

Personally Known to me ✓  
or produced the following identification: \_\_\_\_\_

Approved by the Department of Banking and Finance this 20th day  
of March, A.D., 1997.

Robert F. Milligan  
ROBERT F. MILLIGAN

Comptroller of the State of Florida and  
Head of the Department of Banking and Finance  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA