

P98800066476

ELLINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800002601468--0

-07/29/98--01050--034

***122.50 ***122.50

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

1. First Capital Bank Holding Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
98 JUL 29 AM 11:01
DIVISION OF CORPORATION

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

FILED
98 JUL 29 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/29

Examiner's Initials



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

July 23, 1998

Marshall E. Wood, P.A.
Attorney At Law
Suite 100, Allan Building
303 Centre Street
Fernandina Beach, Florida 32034

Dear Mr. Wood:

Re: "First Capital Bank Holding Corporation"

Reference is made to your letter/fax dated July 23, requesting approval of the above-referenced corporate name being formed for the purpose of establishing a bank holding company.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation to transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 414-8058

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98 JUL 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

ARTICLES OF INCORPORATION
OF

FIRST CAPITAL BANK HOLDING CORPORATION

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

FIRST CAPITAL BANK HOLDING CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is ten (10) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 303 Centre Street, Suite 100, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time in accordance with the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial director, who shall hold office for the first year of corporate existence or until her successors are elected or appointed and have qualified is:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Suellen Rodeffer Garner	5205 Leeward Cove Fernandina Beach, Florida 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Marshall E. Wood, Esquire, 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
SUELLEN RODEFFER GARNER	President/ Secretary- Treasurer	5205 Leeward Cove Fernandina Beach, FL 32034

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: Marshall E. Wood, Esquire, 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 27TH day of July, 1998.


MARSHALL E. WOOD, Incorporator

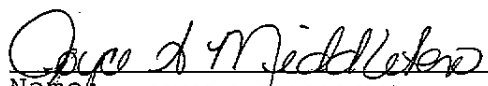
STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 27TH day of July, 1998, by MARSHALL E. WOOD, who is personally known to me or who presented personally known as identification and who did take an oath.



JOYCE A MIDDLETON
My Commission CC483491
Expires Aug. 18, 1999
Bonded by HAI
800-422-1555


Name: JOYCE A. MIDDLETON
Notary Public, State of Florida

My Commission Expires:

CERTIFICATION 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 CAPITAL BANK HOLDING CORPORATION

2. The name and address if the registered agent and office is:

MARSHALL E. WOOD
(Name)

303 Centre Street, Suite 100

(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature

Marshall E. Wood
MARSHALL E. WOOD
(corporate officer)

Title

INCORPORATOR

Date

July 27, 1998

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

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: Marshall E. Wood

MARSHALL E. WOOD

Date:

July 27, 1998

Registered Agent Filing Fee: \$35.00