

P99000102520

SAM LESTER, ESQ.

Requestor's Name

1501 PARK AVENUE EAST

Address

TALLAHASSEE, FL 32301 878-2411

City/State/Zip

Phone #

100003053351--6

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****122.50 ****78.75

Office Use Only

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

1. APALACHICOLA STATE BANKING CORPORATION

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☒ Walk in

☐ Mail out

Pick up time

☒ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

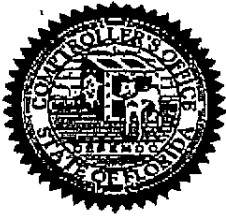
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Call when Ready
T. SMITH NOV. 23 1999

Examiner's Initials



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

November 5, 1999

Sam Lester, Esquire
Iglar & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Dear Mr. Lester:

Re: "Apalachicola State Banking Corporation"

Reference is made to your letter/fax dated November 3, requesting approval of the above-referenced corporate name which will be a one-bank holding company for Apalachicola State Bank, located in Apalachicola, Florida.

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 to transact business in the state of Florida.

Sincerely,

Art Simon / YC

Art Simon
Director

:kr

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

**ARTICLES OF INCORPORATION
OF
APALACHICOLA STATE BANKING CORPORATION**

In compliance with the requirements of Chapter 607, *Florida Statutes*, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Apalachicola State Banking Corporation ("Corporation"). The initial street address of the principal office of the Corporation is 22 Avenue E, Apalachicola, Florida 32329 or at such other place within the State of Florida as the Board of Directors may designate.

ARTICLE II - NATURE OF BUSINESS

The Corporation has been formed to be the bank-holding company of Apalachicola State Bank, a state-chartered bank. The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

Section 1 - Total Authorized Capital Stock. The aggregate amount of the total authorized capital stock of this corporation is four hundred thousand and 00/100 dollars (\$400,000) of common stock to be divided into four thousand (4,000) shares of the par value of one hundred and 00/100 dollars (\$100) each.

Section 2 - Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent is Igler & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301, which address is also the address of the Registered Office of the Corporation.

ARTICLE V - MANAGEMENT OF THE CORPORATION

Section 1 - Authority of the Board: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 2 - Action by Shareholders: Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation and may not be effected by any consent in writing by such shareholders.

Section 3 - Special Meeting of Shareholders: Special Meeting of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or Chief Executive Officer of the Corporation, or by shareholders holding at least 10% of the outstanding shares of the Corporation.

ARTICLE VI - DIRECTORS

Section 1 - Number of Directors: The Board of Directors of the Corporation shall be comprised of not less than five (5) nor more than twenty-five (25) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Corporation's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 2 - Election and Term: Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Corporation expires at the first shareholders' meeting at which directors are elected.

Section 3 - Vacancies: Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 4 - Notice: Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Section 5 - Removal by Shareholders: Any director, or the entire Board of Directors, may be removed from office at any time by a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 6 - Initial Board of Directors: The initial Board of Directors shall consist of nine (9) members. The names and address of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
James V. Gander, Chairman	P.O. Box 86 Apalachicola, Florida 32329
Barry E. Brynjolfsson	212 Avenue C Apalachicola, Florida
Albert Bryant, Jr.	P.O. Box 543 Eastpoint, Florida 32328
Aaron Taylor	P.O. Box 606 Eastpoint, Florida 32328
Cleveland W. Randolph, Jr., M.D.	1174 Shipwatch Drive, East Jacksonville, Florida 32225
Leon R. Bloodworth	P.O. Box 684 Apalachicola, Florida 32329-0684
Farris Vance Millender	P.O. Box 456 Carrabelle, Florida 32322
J. Gordon Shuler	100-21st Avenue Apalachicola, Florida 32320
J.V. "Jimmy" Gander, Jr.	1423 Bluff Road Apalachicola, Florida 32320

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name
Sam Lester, Esq.

Address
Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of November, 1999.



Sam Lester, Esq.
Incorporator/General Counsel

**CERTIFICATE OF DESIGNATION OF
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 THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Apalachicola State Banking Corporation

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

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

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.

Igler & Dougherty, P.A.

By: Sam Lester
Sam Lester, Esq.

11/23/99
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED