

P99000/11229

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
(850) 487-6052

100003075791--7  
-12/21/99--01007--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: GULF COAST COMMUNITY BANCSHARES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee and  
Certificate of Status

☒ \$78.75  
Filing Fee and  
Certified Copy

☐ \$87.50  
Filing Fee, Certified  
Copy and Certificate  
of Status

ADDITIONAL COPY REQUIRED

FROM: Attn: Maria E. Keele, Legal Assistant

JENKENS & GILCHRIST, P.C.

600 Congress Avenue, Suite 2200

Austin, Texas 78701-3248

(512) 499-3870 (direct dial)

Note: Please provide the original and one copy of the articles.

FILED  
99 DEC 28 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

December 28, 1999

Maria E. Keele  
Legal Assistant  
Jenkins & Gilchrist  
2200 One American Center  
600 Congress Avenue  
Austin, Texas 78701

Dear Ms. Keele:

Re: "Gulf Coast Community Bancshares, Inc. "

Reference is made to your letter/fax requesting approval of the above-referenced corporate name which will be a proposed bank holding company for Wewahitchka State Bank, Wewahitchka, 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 as a foreign corporation/fictitious name to transact business in the state of Florida.

Sincerely,

Art Simon  
Director

:kr

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

**ARTICLES OF INCORPORATION  
OF  
GULF COAST COMMUNITY BANCSHARES, INC.**

**FILED**  
99 DEC 28 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person of the age of eighteen years or more acting as the incorporator of a corporation (hereinafter called the "Corporation") under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE ONE**

The name of the Corporation is **Gulf Coast Community Bancshares, Inc.** and the street address of its principal office is **125 N. Main Street, Wewahitchka, Florida 32465.**

**ARTICLE TWO**

The period of duration of the Corporation is perpetual.

**ARTICLE THREE**

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE FOUR**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is **100,000**, consisting of **50,000** shares of voting common stock, par value **\$5.00** per share, designated **Voting Common Stock** and **50,000** shares of non-voting common stock, par value **\$5.00** per share, designated **Non-Voting Common Stock**.

Each share of such **Voting Common Stock** shall have identical rights and privileges in every respect. Each share of such **Non-Voting Common Stock** shall have identical rights and privileges in every respect.

**ARTICLE FIVE**

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may

be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

#### ARTICLE SIX

Cumulative voting for the election of directors is expressly denied and prohibited.

#### ARTICLE SEVEN

The street address of the initial registered office of the Corporation is **125 N. Main Street, Wewahitchka, Florida 32465**, and the name of its initial registered agent at such address is **William C. Sumner**.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

#### ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is **five (5)** and the name and address of each person who is to serve as director until the first annual meeting of shareholders and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Al Cathey	Route 3 Box 136A1, Port St. Joe, FL 32456
George Y. Core	P. O. Box 942, Port St. Joe, FL 32456
Jerald D. Gaskin	236 Old Panama Highway, Wewahitchka, FL 32465
William C. Sumner	488 Idlewood Drive, Wewahitchka, FL 32465
Jan C. Traylor	P. O. Box 551, Wewahitchka, FL 32465

#### ARTICLE NINE

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding

such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE TEN

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerald D. Gaskin	Wewahitchka State Bank 125 North Main Street Wewahitchka, Florida 32465

EXECUTED this 16<sup>th</sup> day of December, 1999.

  
Jerald D. Gaskin

I, the undersigned incorporator of **Gulf Coast Community Bancshares, Inc.**, a corporation to be filed with the Florida Secretary of State, do hereby disclaim any and all interests in said corporation.

  
Jerald D. Gaskin

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

By:   
William C. Sumner, Registered Agent

Date: December 16, 1999

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

99 DEC 28 PM 3:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of § 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: Gulf Coast Community Bancshares, Inc.
2. The name and address of the registered agent and office is:

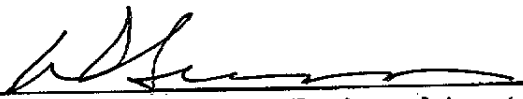
William C. Sumner  
(NAME)

125 North Main Street  
(P.O. BOX NOT ACCEPTABLE)

Wewahitchka, Florida 32465  
(CITY/STATE/ZIP)

SIGNATURE:   
NAME, TITLE: Gerald D. Gaskin, Incorporator  
DATE: December 16, 1999

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:   
NAME, TITLE: William C. Sumner, Registered Agent  
DATE: December 16, 1999  
REGISTERED AGENT FILING FEE: \$35.00