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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

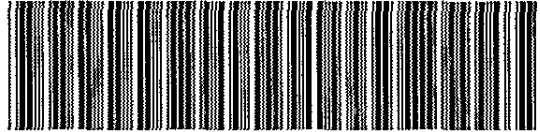
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

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TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Cadence Financial Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Price W. Wilson

(Name of Person)

Adams and Reese LLP / Stokes Bartholomew

(Firm/Company)

424 Church Street, Suite 2800

(Address)

Nashville, TN 37219

(City/State and Zip code)

For further information concerning this matter, please call:

Price W. Wilson

(Name of Person)

at (615) 259-1086

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Cadence Financial Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Mississippi

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 16, 1998

(Date of incorporation)

5. 99 years

(Duration: Year corp. will cease to exist or "perpetual")

6. August 17, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 301 East Main Street, Starkville, MS 39759

(Principal office address)

301 East Main Street, Starkville, MS 39759

(Current mailing address)

8. See attached description

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: John Wilks

Office Address: 5115 State Road 64 East

Bradenton

(City)

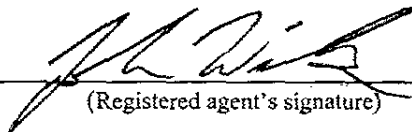
, Florida

34208

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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Principal Purpose of Cadence Financial Corporation

To exercise all powers of a bank holding company that is registered with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended, and to engage in any and all banking and non-banking activities allowed for such a bank holding company under applicable state and federal law.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Mark A. Abernathy, President and Chief Operating Officer

(Typed or printed name and capacity of person signing application)

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Board of Directors of Cadence Financial Corporation

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Mark A. Abernathy
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

H. R. Foxworthy
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

David Byars
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

James C. Galloway, Jr.
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Robert S. Caldwell, Jr.
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Hunter M. Gholson
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Robert L. Calvert, III
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

James D. Graham
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Robert A. Cunningham
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Bobby L. Harper
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

J. Nutie Dowdle
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Clifton S. Hunt
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Gregory M. Duckett
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Robert S. Jones
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Dan R. Lee
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Lewis F. Mallory, Jr.
Director/Chairman
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Allen B. Puckett, III
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Dr. James C. Ratcliff
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Sammy J. Smith
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

H. Stokes Smith
Director
C/O Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

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Executive Officers of Cadence Financial Corporation

Lewis F. Mallory, Jr.
Chairman and Chief Executive Officer
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Mark A. Abernathy
President and Chief Operating Officer
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Richard T. Haston
Executive Vice President and Chief Financial Officer
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Shane C. Williams
Vice President
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

John R. Davis
Vice President
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

Hunter M. Gholson
Secretary
c/o Cadence Financial Corporation
301 East Main Street
Starkville, MS 39759

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State of Mississippi

Office of the Secretary of State

Eric Clark, Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on March 16, 1998, the State of Mississippi issued a Charter/Certificate of Authority to:

CADENCE FINANCIAL CORPORATION

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
August 21, 2006

Eric Clark

ERIC CLARK
Secretary of State

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TALLAHASSEE, FLORIDA