

State of Idaho

Office of the Secretary of State

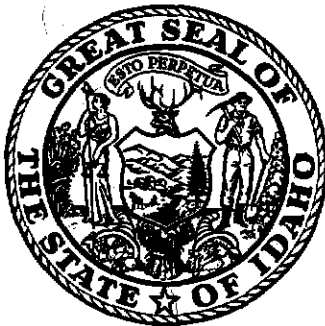
**CERTIFICATE OF AUTHORITY
OF
COMMUNITY & SOUTHERN BANK
dba COMMUNITY & SOUTHERN BANK CORP.**

File Number C 195585

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 7, 2012



Ben Yursa
SECRETARY OF STATE

By

Jinda Corbus



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2012 AUG -7 PM 3:41

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Community & Southern Bank

2. The name which it shall use in Idaho is: Community & Southern Bank Corp.

3. It is incorporated under the laws of: Georgia

4. Its date of incorporation is: 01/29/2010

5. The address of its principal office is:

3333 Riverwood Parkway, Suite 100, Atlanta, GA 30339

6. The address to which correspondence should be addressed, if different from Item 5, is:

7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702

and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are: SEE ATTACHMENT

Name	Title	Business Address
<u>Patrick M. Frawley</u>	<u>CEO/Director</u>	
<u>See Attachment</u>		

Dated: May 8, 2012

Signature: [Signature]

Typed Name: Stephen R. Stone

Capacity: Chief Administrative Officer and General Counsel

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 10/2006

IDAHO SECRETARY OF STATE
08/07/2012 05:00
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ATTACHMENT TO IDAHO APPLICATION FOR CERTIFICATE OF AUTHORITY

OFFICERS AND DIRECTORS

Patrick M. Frawley
Director, Chief Executive Officer
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Lee M. Sessions, Jr.
President
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Stephen R. Stone
Chief Administrative Officer and General Counsel
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Anthony P. Valduga
Chief Financial Officer
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Stewart Brown
Director
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Chris Casciato
Director
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

J. Joseph Edwards
Director
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

Michael McGovern
Director
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

John W. Spiegel
Director
3333 Riverwood Parkway, Suite 350, Atlanta, GA 30339

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

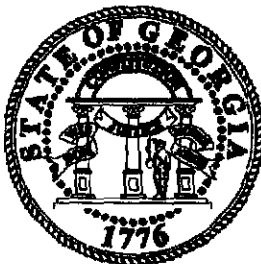
COMMUNITY & SOUTHERN BANK

Domestic Bank

was duly incorporated on 01/29/2010 in Georgia. Said corporation is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution.

This certificate is issued under the authority of Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

This certificate applies only to filings pursuant to Title 14 of the Official Code of Georgia Annotated. Information concerning bank related filings must be certified by the Georgia Department of banking and Finance.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 5th day of July, 2012

B. P. Kemp

Brian P. Kemp
Secretary of State



IDAHO

DEPARTMENT OF FINANCE

C.L. "BUTCH" OTTER
Governor

GAVIN M. GEE
Director

July 30, 2012

Carol T. Langford
Corporate Paralegal
3333 Riverwood Parkway, Suite 350
Atlanta, GA 30339

Transmitted via email to: carol.langford@myCSBonline.com

Re: Use of "bank" in company name

Dear Ms. Langford:

The Idaho Department of Finance (Department) has received and reviewed your email to Stephanie Seeds dated July 13, 2012. In that email, you requested that the Department give permission for use of the name "Community & Southern Bank" in the state of Idaho.

We understand that Community & Southern Bank (CSB) is an FDIC-insured institution chartered by the State of Georgia on January 29, 2010. We further understand that CSB does not intend to conduct a banking business in Idaho, but intends to conduct a consumer and commercial lending business in Idaho. With respect to such business, we understand that CSB will offer consumer loans for the purchase of, or the refinancing of loans for, yachts, aircraft and luxury RVs through a network of correspondent lenders in Idaho. In addition, it appears that CSB has agreements in place with the correspondent lenders with local representation in Idaho, which will facilitate the transactions on behalf of CSB.

Section 26-1202 of the Idaho Bank Act prohibits any person, other than a national bank, not authorized to operate as a bank under the Act, to advertise or use as part of its company name the word "bank" or "banker" or any other word of similar import. The Idaho Bank Act does not authorize the Director of the Idaho Department of Finance to waive the requirements of the law. Rather, the Department is offering "no objection" to the company's use in Idaho of the name "Community & Southern Bank." Under the circumstances discussed above, we do not believe the company's proposed use of the name "Community & Southern Bank" in Idaho is misleading to the public. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

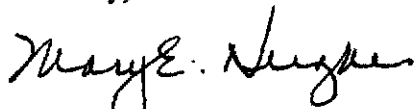
FINANCIAL INSTITUTIONS BUREAU

Bureau Chief - Mary E. Hughes
800 Park Blvd., Suite 200, Boise, Idaho 83712
Mail To: P.O. Box 83720, Boise ID 83720-0031
Phone: (208) 332-8000 Fax: (208) 332-8098
<http://finance.idaho.gov>

Ms. Carol T. Langford
July 30, 2012
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To the extent that CSB engages in consumer lending activities in Idaho, please be aware that such activities may be subject to the Idaho Credit Code, Idaho Code § 28-41-101 *et seq.* Please feel free to contact the Department if you have any further questions regarding this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary E. Hughes".

Mary E. Hughes
Financial Institutions Bureau Chief