

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NewSouth Bank		11/30/1999	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	First South Bank		
Street Address:	P.O. Box 2047		
City:	Washington		
State/Country:	NORTH CAROLINA		
Postal Code:	27889		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1581880	FIRSTSOUTH B A N K	
CORRESPONDENCE DATA			
Fax Number:	(336)607-7500		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3366077378		
Email:	wstrademarks@kilpatrickstockton.com		
Correspondent Name:	Eileen King Gillis, Esq.		
Address Line 1:	1001 West Fourth Street		
Address Line 4:	Winston-Salem, NORTH CAROLINA 27101		
ATTORNEY DOCKET NUMBER:	34265-260453		
NAME OF SUBMITTER:	Eileen King Gillis		
Signature:	/Eileen King Gillis/		
Date:	05/13/2008		

OP \$40.00 1581880

Total Attachments: 5

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CORP ID # 0197847

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NEWSOUTH BANK
ARTICLES OF RESTATEMENT

Effective
~~ELAINE F. MARSHALL~~
SECRETARY OF STATE
NORTH CAROLINA

NewSouth Bank, a North Carolina commercial bank (hereinafter called the "Bank"), hereby certifies that for the purpose of changing the Bank's name from NewSouth Bank to First South Bank, the Bank desires to restate its Amended and Restated Articles of Incorporation as currently in effect and hereby certifies that:

FIRST: The name of the corporation is NewSouth Bank.

SECOND: The Amended and Restated Articles of Incorporation of the Bank are hereby amended by replacing the name NewSouth Bank with the name First South Bank in the title and in Article I. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit A.

THIRD: The Amended and Restated Articles of Incorporation contain an amendment which requires shareholder approval.

FOURTH: The Amended and Restated Articles of Incorporation were approved by a majority of the Bank's shareholders as required by Chapters 53 and 55 of the North Carolina General Statutes on October 21, 1999.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed in its name and on its behalf by its president and attested to by its secretary, all by order of its Board of Directors duly given this 30th day of November, 1999.

ATTEST:

NEWSOUTH BANK



William L. Wall
Secretary

By: 

Thomas A. Vann
President

TRADEMARK

REEL: 003776 FRAME: 0339



OFFICE OF THE COMMISSIONER OF BANKS

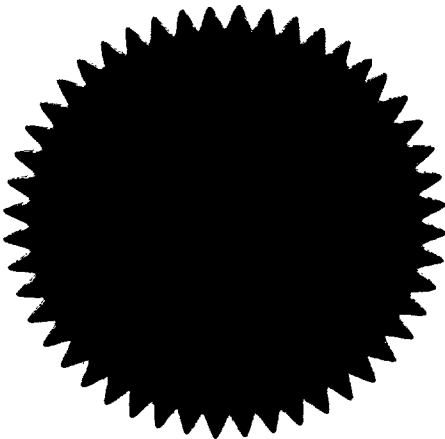
**CERTIFICATE OF AUTHORITY
FOR
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

I, Otis M. Meacham, Deputy Commissioner of Banks for the State of North Carolina, hereby certify that NewSouth Bank, having its principal office in Washington, Beaufort County, North Carolina, is a North Carolina State-chartered bank in good standing with the Office of the Commissioner of Banks and that the foregoing Articles of Restatement, containing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FIRST SOUTH BANK, are approved for filing under Chapters 53 and 55 of the North Carolina General Statutes. Authority to file and record the Articles of Restatement for the primary purpose of changing the name of the bank from "NewSouth Bank" to "First South Bank" is hereby granted.

This the 29th day of November, 1999.

A handwritten signature in cursive script, reading "Otis M. Meacham".

Otis M. Meacham
Deputy Commissioner of Banks



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FIRST SOUTH BANK
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Article I

The name of the Bank (hereinafter called the "Bank") is:

First South Bank

Article II

The principal office of the Bank is to be located at 1311 Carolina Avenue, Washington, Beaufort County, State of North Carolina.

Article III

The names and addresses of the incorporators of the Bank are as follows:

<u>Name</u>	<u>Address</u>
Edmund T. Buckman, Jr.	1026 Summit Avenue Washington, NC 27889
Linley H. Gibbs, Jr.	222 Magnolia Drive Washington, NC 27889
Frederick N. Holscher	46 Harbor Road Washington, NC 27889
Dr. Frederick H. Howdy	Riverside Washington, NC 27889
Charles E. Parker, Jr.	1601 Lucerne Way New Bern, NC 28560
Marshall T. Singleton	776 Mimosa Shores Road Washington, NC 27889
Thomas A. Vann	113 Palmer Place Washington, NC 27889

Article IV

The above-named incorporators have associated together for the purpose of forming a North Carolina commercial bank to conduct a general banking and trust business which shall have all of the powers authorized for banks under Chapter 53 of the General Statutes of North Carolina and such powers authorized by the North Carolina Business Corporation Act as are not inconsistent with Chapter 53.

Article V

The total number of shares of capital stock that the Bank has authority to issue is 5,000,000 shares of the par value of \$10.00 per share, all of which shares are of one class and are designated shares of common stock. The aggregate par value of all shares that the Bank has authority to issue is \$50,000,000. Upon full payment, such shares shall be fully paid and nonassessable in the hands of the holders thereof.

Each holder of capital stock of the Bank shall have one vote for each share of capital stock that the stockholder owns of record.

Article VI

The board of directors of the Bank shall consist of seven (7) members, which number may be increased or decreased pursuant to the By-laws of the Bank, but shall never be less than the minimum number required by North Carolina law, as now or hereinafter in effect. The names and residence addresses of those who will serve as directors of the Bank until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Edmund T. Buckman, Jr.	1026 Summit Avenue Washington, NC 27889
Linley H. Gibbs, Jr.	222 Magnolia Drive Washington, NC 27889
Frederick N. Holscher	46 Harbor Road Washington, NC 27889
Dr. Frederick H. Howdy	Riverside Washington, NC 27889
Charles E. Parker, Jr.	1601 Lucerne Way New Bern, NC 28560
Marshall T. Singleton	776 Mimosa Shores Road Washington, NC 27889
Thomas A. Vann	113 Palmer Place Washington, NC 27889

Article VII

The board of directors of the Bank may authorize the issuance from time to time of shares of the Bank's capital stock for such consideration permitted under Chapter 53 of the General Statutes of North Carolina as the board of directors may deem advisable.

Article VIII

A director of the Bank shall not be personally liable to the Bank or its stockholders for money damages for breach of any fiduciary duty as a director; provided, however, that this limitation of liability shall not be effective with respect to: (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the Bank; (ii) any liability under Section 55-8-33 of the of North Carolina Business Corporation Act; (iii) any transaction from which the director derived an improper personal benefit; (iv) such acts or omissions under which the elimination of personal liability of directors for monetary damages would be in violation of the provisions of Chapter 53 of the General Statutes of North Carolina (or any amendment thereto); (v) acts or omissions occurring prior to the date these Articles are filed with the North Carolina Secretary of State, or (vi) the extent otherwise required by North Carolina law. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney or consultant of the Bank. If North Carolina law is amended to further eliminate or limit the personal liability of officers and directors, then the liability of officers and directors of the Bank shall be eliminated or limited to the fullest extent permitted by North Carolina law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Bank shall not adversely affect any right or protection of a director of the Bank existing at the time of such repeal or modification.

Article IX

The Bank shall indemnify, to the fullest extent permissible under North Carolina Law, as from time to time amended, any individual who is or was a director, officer, employee or agent of the Bank, and any individual who serves or served at the Bank's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, in any proceeding in which the individual is made a party as a result of his service in such capacity.

Any repeal or modification of the foregoing paragraph by the stockholders of the Bank shall not adversely affect any right or protection of a director of the Bank existing at the time of such repeal or modification.

Article X

The duration of the Bank shall be perpetual.

Article XI

The resident agent of the Bank is Thomas A. Vann. The address of the resident agent in the State of North Carolina is 1311 Carolina Avenue, Washington, North Carolina 27889.