

ARTICLES OF INCORPORATION

I.

The name of the corporation is:

ABC HOLDING COMPANY

II.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized for the purpose of doing any and all things which a corporation may now or hereafter be authorized to do under the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto, or substituted therefore, including, but not by way of limitation, the following specific purposes.

(a) To act as a holding company and to acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares, or voting trust certificates or temporary receipts for shares, or capital stock of, or any bonds, notes, debentures or other evidences of indebtedness, options, warrants or other securities issued by, other businesses of any lawful character, including, but not limited to, banks, insurance agencies and companies, mortgage loan and servicing companies, trust companies, data processing companies, courier or messenger companies and any other businesses providing goods or services related to banking; and

(b) To operate insurance agencies, to make and acquire mortgage loans and render mortgage loan services, to provide data processing and management services, to provide factoring services, to provide courier or messenger services and to provide other goods or services related to banking.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article IV shall be construed each as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article IV, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

V.

The total number of shares of capital stock which the Corporation shall have authority to issue is 600,000 shares, consisting of 500,000 shares of Common Stock of \$5.00 par value per share and 100,000 shares of Preferred Stock of \$10.00 par value per share.

The Corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

The voting powers, designations, preferences and relative rights of the classes of stock of the Corporation which are fixed by these Articles of Incorporation and the authority expressly vested in the Board of Directors to fix, by resolution or resolutions providing for the issue of Preferred Stock, the voting powers (if any), designations, preferences and relative rights of the shares of Preferred Stock which are not fixed by these Articles of Incorporation, are as follows:

(1) Subject to the provisions of any applicable law, or of the By-Laws of the Corporation as from time to time amended, with respect to the fixing of a record date for the determination of shareholders entitled to vote and except as otherwise provided by any applicable law or by the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall have and possess exclusive voting power and rights for the election of directors and for all other purposes, with each holder of record of shares of Common Stock being entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation in the election of directors and on all other matters presented to the shareholders.

(2) Except as otherwise provided by applicable law, or by the resolution or resolutions of the Board of

Directors providing for the issue of any series of Preferred Stock, the holders of shares of Preferred Stock, as such holders, (i) shall not have any right to vote, and are hereby specifically excluded from the right to vote, in the election of directors or for any other purpose, and (ii) shall not be entitled to notice of any meeting of shareholders.

(3) Before any sum or sums shall be set aside or applied to the purchase of any outstanding shares of Common Stock, and before any dividend shall be declared or paid or any distribution ordered or made upon the Common Stock (other than a dividend payable in shares of Common Stock), the Corporation shall have complied with the dividend and sinking fund requirements (if any) set forth in any resolution or resolutions of the Board of Directors with respect to the issue of any series of Preferred Stock of which any shares shall at the time be outstanding.

(4) Subject to the provisions of Paragraph 3 of this Article V, and to such other limitations as may be specified in any resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of outstanding shares of Common Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock of any and all series, to receive such dividends as may be declared by the Board of Directors from time to time.

(5) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to the holders of shares of Preferred Stock of the full amount to which any series of the Preferred Stock is entitled as set forth in the resolution or resolutions of the Board of Directors providing for the issue thereof, the holders of outstanding shares of Common Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock of any

and all series, to share in all remaining assets of the Corporation available for distribution to its shareholders ratably according to the number of shares of Common Stock held by them. Neither the merger nor consolidation of the Corporation with or into any other corporation or corporations, nor the merger or consolidation of any other corporation or corporations into or with the Corporation, nor the sale, transfer, mortgage, pledge or lease by the Corporation of all or any part of its assets shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

(6) The Preferred Stock may be issued from time to time in one or more series of any number of shares, except that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized. Each series of Preferred Stock shall be distinctively designated by number, letter or descriptive words.

(7) Authority is hereby expressly granted to and vested in the Board of Directors to issue the Preferred Stock at any time, or from time to time, as Preferred Stock of any one or more series, and, in connection with the establishment of each such series, to fix by resolution or resolutions providing for the issue of the shares thereof the voting powers (if any) and the designation, preferences and relative rights of each such series of Preferred Stock to the full extent now or hereafter permitted by these Articles of Incorporation and the laws of the State of Georgia, including, without limiting the generality of the foregoing, all of the following matters which may vary between each series:

(a) The distinctive designation of such series and the number of shares which constitute such series, which number may be increased or decreased (but not below the number of shares of such series then outstanding), either

before or subsequent to the issuance of any shares of such series, from time to time by action of the Board of Directors;

(b) The dividend rate of such series, the dates of payment thereof, and any limitations, restrictions or conditions on the payment of dividends, including whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on the shares of each series;

(c) The price or prices at which, and the terms, times and conditions on which, the shares of such series may be redeemed at the option of the Corporation or at the option of the holder of such shares;

(d) The amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment to the holders of shares of each series;

(e) Whether or not the shares of such series shall be entitled to the benefit of a purchase, retirement or sinking fund to be applied to the redemption or purchase of such series, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which the shares of such series may be redeemed or purchased through the application of such fund;

(f) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes of stock of the Corporation, or the shares of any other series of Preferred Stock, and, if made so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(g) Whether or not the shares of such series shall have any voting right, and, if voting rights are so granted, the extent of such voting rights and the terms and conditions under which such voting rights may be exercised;

(h) Whether or not the issue of any additional shares of such series or of any future series in addition to such series shall be subject to restrictions, in addition to the restrictions, if any, on the issue of additional shares imposed in the resolution or resolutions fixing the terms of any outstanding series of Preferred Stock theretofore issued pursuant to this Paragraph 7, and, if subject to additional restrictions, the extent of such additional restrictions; and

(i) Whether or not the shares of such series shall be entitled to the benefit of limitations restricting the purchase of, the payment of dividends on, or the making of other distributions in respect of stock of any class of the Corporation, and the terms of any such restrictions; provided, however, that such restrictions shall not include any prohibition on the payment of dividends or with respect to distributions in the event of voluntary or involuntary liquidation established for any outstanding series of Preferred Stock theretofore issued.

The Board of Directors may from time to time distribute to stockholders out of capital surplus of the Corporation a portion of its assets, in cash or in property.

VI.

None of the holders of any capital stock of the Corporation of any kind, class or series now or hereafter authorized shall have preemptive rights with respect to any shares of capital stock of the Corporation of any kind, class or series now or hereafter authorized.

VII.

The initial registered office of the Corporation

shall be at 3100 Equitable Building, 100 Peachtree Street,
Atlanta, Fulton County, Georgia 30043. The initial
registered agent of the Corporation shall be Richard R.
Cheatham.

VIII.

The initial Directors of the Corporation shall be
as follows:

E. M. Vereen, Jr.	K. J. Hunicutt
225 South Main Street	225 South Main Street
Moultrie, Georgia 31768	Moultrie, Georgia 31768

IX.

The name and address of the incorporator is:

Philip R. Moise
Kilpatrick & Cody
3100 Equitable Building
100 Peachtree Street
Atlanta, Georgia 30043

X.

The Corporation shall not commence business until
it shall have received not less than \$500 in payment for the
issuance of shares of stock.

IN WITNESS WHEREOF, the undersigned executed these
Articles of Incorporation.

Philip R. Moise
Incorporator

ARTICLES OF MERGER

of

ABC HOLDING COMPANY
Moultrie, Colquitt County, Georgia

and

QUITMAN BANCSHARES, INC.
Quitman, Brooks County, Georgia

Pursuant to Section 14-2-213 of the Georgia Business Corporation Code, ABC HOLDING COMPANY (the "Corporation"), a Georgia corporation, and QUITMAN BANCSHARES, INC. ("Bancshares"), a Georgia corporation, submit the following Articles of Merger:

1.

The Agreement and Plan of Merger (the "Plan"), which provides for the merger (the "Merger") of Bancshares with and into the Corporation under the Articles of Incorporation of the Corporation, is attached hereto as Exhibit "A" and incorporated herein by reference.

2.

Pursuant to the Plan, the name of the surviving corporation will be "ABC Holding Company".

3.

On the date of submission of the Plan to the shareholders of Bancshares, there were 115,006 shares of common stock of Bancshares outstanding and entitled to vote, and the Plan was approved by the affirmative vote of the holders of 110,720 shares. The affirmative vote of the holders of 57,04 shares was required to adopt the Plan.

4.

The Plan was not required to be submitted to or to be approved by the shareholders of the Corporation because (i) the Plan will not effect any change in or amendment to the Articles of Incorporation of the Corporation, (ii) each share of the Corporation outstanding immediately prior to the effectiveness of the Merger is to remain outstanding and unchanged after the Merger, and (iii) new shares of the Corporation to be issued pursuant to the Plan can be issued by the board of directors of the Corporation without further authorization by the shareholders of the Corporation.

5.

The Plan was approved unanimously by all seven (7) directors of the Corporation. The affirmative vote of four (4) directors of the Corporation was required to adopt the Plan.

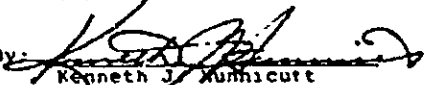
6.

The effective time and date of the Merger shall be the time and date of the delivery of these Articles of Merger to the Secretary of State as provided in subsection (a) of Section 14-2-216 of the Georgia Business Corporation Code.

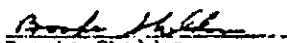
(CORPORATE SEAL)

ABC HOLDING COMPANY

By:


Kenneth J. Munnicut
President

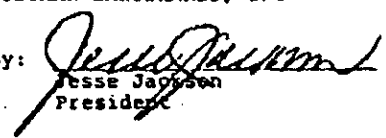
ATTEST:


Brooks Sheldon
Secretary

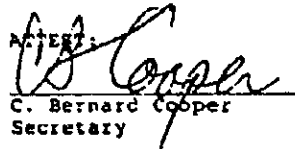
(CORPORATE SEAL)

QUITMAN BANCSHARES, INC.

By:


Jesse Jackson
President

ATTEST:


C. Bernard Cooper
Secretary

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF ABC HOLDING COMPANY

1. The name of the corporation is ABC Holding Company (the "Corporation").

2. The shareholders of the Corporation did on December 10, 1986, adopt a resolution to the Articles of Incorporation of the Corporation by deleting existing Article I thereof in its entirety and substituting in lieu thereof the following Article I:

The name of the corporation is:
ABC BANCORP

3. The foregoing amendment was adopted by the vote of the holders of 265,103 shares, there being 316,452 shares outstanding and entitled to vote thereon. The affirmative vote of the holders of a majority of the shares entitled to vote thereon is required to amend the Corporation's Articles of Incorporation.

4. The shareholders of the Corporation did on December 10, 1986, adopt a resolution to amend the Articles of Incorporation of the Corporation by deleting existing Article V thereof in its entirety and substituting in lieu thereof the following Article V:

The Corporation shall have authority to issue not more than 3,000,000 shares of common stock of \$5.00 par value per share.

The Corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

The Board of Directors may from time to time distribute to shareholders out of capital surplus of the Corporation a portion of its assets, in cash or in property.

5. The foregoing amendment was adopted by the vote of the holders of 265,089 shares, there being 316,452 shares outstanding and entitled to vote thereon. The affirmative vote of the holders of a majority of the shares entitled to vote thereon is required to amend the Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, ABC Holding Company has caused these Articles of Amendment to be executed and its corporate seal to be affixed and has caused the foregoing to be attested to, all by its duly authorized officers, on this 11th day of December, 1986.

ABC HOLDING COMPANY

(Corporate Seal)

BY 
Kenneth J. Hunnicutt
President

Attest: 
Brooks Sheldon, Secretary

12

0-

0-

1

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
ABC BANCORP**

II(A):

The Articles of Incorporation of the Corporation shall be amended by adding the following Article XII, thereof:

"XII.

(1) Vacancies on the Board of Directors of the Corporation and newly directorships resulting from an increase in the authorized number of members of the Board of Directors of the Corporation may be filled only by a majority of the directors, then in office, although less than a quorum, or by a sole remaining director.

(2) Each director, including a director elected to fill a vacancy or a newly created directorship, shall hold office until the next election of the class of directors to which such director belongs and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal from office for cause"

II(B):

The Article of Incorporation of the Corporation shall be amended by adding the following as Article XII thereof:

"... (3) any director or the entire Board of Directors of the Corporation may be removed from any office at any time but only for cause and only by the affirmative vote of the holders of at least a majority of all outstanding shares of capital stock of the Corporation then entitled to vote in an election of directors of the Corporation voting as a single class.... "

II(C):

The Articles of Incorporation of the Corporation shall be amended by adding the following as Article XII. thereof:

"... (4) A majority of total directors shall constitute a quorum for the transaction of business."

II(E):

The Articles of Incorporation of the Corporation shall be amended by adding the following as Articles XIII. thereof:

"XIII.

Notwithstanding any provisions of these Articles of Incorporation or the Bylaws of the Corporation to the contrary, the affirmative vote of the holders of at least seventy-five percent (75%) of the voting power of all outstanding shares of capital stock of the Corporation then entitled to vote in an election of directors of the Corporation, voting as a single class, shall be required to alter, amend or repeal the provisions of Article XII hereof, this Article XIII or Article III, Section 2 of the Bylaws of the Corporation or to adopt any provision of these Articles of Incorporation or the Bylaws of the Corporation which is inconsistent with the provisions of Article XII hereof, this Article XIII or Article II, Section 2 of the Bylaws of the Corporation."

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ABC BANCORP
(a Georgia Corporation)**

I.

The name of the corporation is ABC Bancorp (the "Corporation").

II.

Effective the date hereof, Article I of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"The name of the Corporation is Ameris Bancorp."

III.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

IV.

This Amendment was duly adopted by the Board of Directors of the Corporation without shareholder approval (which was not required) in accordance with the provisions of Section 14-2-1002(8) of the Georgia Business Corporation Code effective on the 28th day of October, 2005.

V.

The Corporation undertakes that a request for publication of a notice of filing of these Articles of Amendment and payment therefor will be made as required by Section 14-2-1006.1(b) of the Georgia Business Corporation Code.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned duly authorized officer of the Corporation this 1st day of December, 2005.

ABC BANCORP

By: /s/ Edwin W. Hortman, Jr.

Edwin W. Hortman, Jr., President
and Chief Executive Officer

ATTEST:

By: /s/ Cindi H. Lewis

Cindi H. Lewis, Secretary

[CORPORATE SEAL]