

ARTICLES OF INCORPORATION

OF

COLONY BANKCORP. INC.

1.

The name of the corporation shall be Colony Bankcorp, Inc.

2.

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

3.

The corporation shall have perpetual duration.

4.

The purpose of the corporation is to become a bank holding company pursuant to the Georgia Bank Holding Company Act (Ga. Laws 1976, P. 158, et. seq.) and to purchase, own, and hold the stock of banking corporations and other corporations permitted by the laws of the State of Georgia and the laws of the United States. The corporation shall not acquire the stock of any bank until such time as the acquisition has been approved by all applicable bank regulatory agencies.

5.

The corporation shall have the authority to issue one million common shares with a par value of \$10.00 per share.

6.

None of the holders of shares of common stock shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares or stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

7.

The corporation will not commence business until consideration of not less than \$500.00 has been received for the issuance of shares.

8.

The initial registered office of the corporation shall be 307 South Main Street, Fitzgerald, DeKalb County, Georgia 31750. The initial registered agent at such address shall be H. Hugh Turner.

9.

The initial Board of Directors of the corporation shall be composed of the following thirteen persons:

Paul C. Branch, Jr.  
Route 4, Box 479A  
Fitzgerald, Georgia 31750

Wilton N. Hoovins  
Route 5, Osiersfield  
Fitzgerald, Georgia 31750

Larry E. Kamisov  
Route 4, Box 521  
Tifton, Georgia 31794

Harold E. Kimball  
Route 2, Pine Needle Road  
Fitzgerald, Georgia 31750

E. W. Mann, Jr.  
701 West Pine  
Fitzgerald, Georgia 31750

R. L. Mann, Jr.  
Route 4, Box 401  
Fitzgerald, Georgia 31750

Harlan H. Massee, III  
Route 4, Box 416  
Fitzgerald, Georgia 31750

J. Ron Paulk  
Route 1, Pine Needle Road  
Fitzgerald, Georgia 31750

Dr. Ralph Roberts  
Route 4, Box 404  
Fitzgerald, Georgia 31750

Ben B. Hillis, Jr.  
202 West Peachtree Drive  
Fitzgerald, Georgia 31750

R. Sidney Pegg  
Route 1  
Ocilla, Georgia 31774

Lowell H. Cornina  
308 West Peachtree Drive  
Fitzgerald, Georgia 31750

H. Hugh Turner  
14. Beanoke Grove Lnc.  
Fitzgerald, Georgia 31750

10.

The sole incorporator is H. Hugh Turner whose address is 302 South Main Street, Fitzgerald, Georgia 31750.

IN WITNESS WHEREOF, the incorporator has set his hand and affixed his seal to these Articles of Incorporation by and through his attorney at law.

H. HUGH TURNER

By: Edward J. Turner  
Attorney for and  
Incorporator

OF COUNSEL:

Martin, Gray, Grant & Hedler  
P. O. Box 4997  
700 Georgia Federal Building  
Macon, Georgia 31203

STATE OF GEORGIA  
COUNTY OF \_\_\_\_\_

BEFORE ME, the undersigned authority, on this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

My commission expires \_\_\_\_\_.