

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G/A

Form for registration of a class of securities pursuant to section 12(g) [amend]

Filing Date: **1994-01-07**
SEC Accession No. **0000950131-94-000006**

([HTML Version](#) on [secdatabase.com](#))

FILER

FIRST FINANCIAL BANKSHARES INC

CIK: **36029** | IRS No.: **750944023** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **8-A12G/A** | Act: **34** | File No.: **000-07674** | Film No.: **94500665**
SIC: **6022** State commercial banks

Business Address
400 PINE STREET THIRD FL
P O BOX 701
ABILENE TX 79601-0701
9156757155

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Form 8-A dated March 29, 1974 (the "Form 8-A") of First Financial Bankshares, Inc., a Texas corporation which was formerly named "First Abilene Bankshares, Inc." (the "Company"), is hereby amended in its entirety to read as follows:

The authorized capital stock of the Company consists of 5,000,000 shares of common stock, \$10.00 par value (the "Common Stock"). As of December 31, 1993, 3,746,687 shares of Common Stock were issued and outstanding.

The holders of Company Common Stock ("Company Shareholders") are entitled to receive such dividends as may from time to time be declared by the Company's Board of Directors. Shareholders are entitled to one vote per share of Company Common Stock on every issue submitted to them as Company Shareholders at a meeting of shareholders or otherwise. In the event of liquidation, Company Shareholders are entitled to share ratably, after satisfaction in full of the prior rights of creditors, in all assets of the Company available for distribution to Company Shareholders. Company Shareholders do not have preemptive or cumulative voting rights. All shares of Company Common Stock now issued and outstanding are fully paid and nonassessable.

The Company's Articles of Incorporation provide that, to the fullest extent permitted by applicable law, no director shall be liable to the Company or Company Shareholders for monetary damages for or with respect to any acts or omissions in his or her capacity as a director, except in the case of liability for (i) a breach of a duty of loyalty to the Company or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, (iv) an act or omission for which the liability of a director is expressly provided by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend.

The Company's Articles of Incorporation also provide that each director, officer, employee and agent of the Company shall be indemnified, to the fullest extent permitted by applicable law, for all expenses incurred in connection with any action, suit, proceeding or claim to which he or she is named a party or otherwise by virtue of holding such position; provided, however, that no indemnification of employees or agents (other than directors or officers) will be made without express authorization of the Board of Directors.

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ITEM 2. EXHIBITS.

Item 4 of the Form 8-A is hereby amended in its entirety to read as follows:

1. Articles of Incorporation, and all amendments thereto.

2. Amended and Restated Bylaws, and all amendments thereto.

3. Specimen Common Stock Certificate.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FIRST FINANCIAL BANKSHARES, INC.

By: /s/ Curtis R. Harvey

Curtis R. Harvey
Executive Vice President and
Chief Financial Officer

Date: January 5, 1994

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EXHIBIT 1

RESTATED ARTICLES OF INCORPORATION
OF
F & M OPERATING COMPANY

1. F & M OPERATING COMPANY, pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

a. The name of the corporation in Article I was changed. Article I of the original Articles of Incorporation is hereby amended to read as follows: "The name of the corporation is First Abilene Bankshares, Inc."

b. The purposes of the corporation in Article III were changed. Article III of the original Articles of Incorporation is hereby amended to read as follows:

"The purposes for which the corporation is organized are: to subscribe for, purchase, own, sell, pledge, mortgage, manage, invest and reinvest securities, personal property, and evidences of indebtedness of persons, partnerships, joint adventures, and foreign or domestic corporations; to provide, sell, lease or deal in services to, for or incidental to same; to buy, sell, lease and deal in real property subject to Part Four of the Texas Miscellaneous Corporation Laws Act; and in general, to carry on such other business or businesses incidental thereto or desirable as the

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corporation may from time to time desire or engage in, SAVE AND EXCEPT such business or businesses or any combination thereof as may be prohibited by the laws of the State of Texas."

c. The number of shares authorized to be issued and the par value of same in Article IV were changed. Article IV of the original Articles of Incorporation is hereby amended to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) of the par value of Ten Dollars (\$10.00) each."

- d. The Articles of Incorporation were amended by adding thereto a new Article IX reading as follows:

"The right of every shareholder to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates is prohibited."

- e. The Articles of Incorporation were amended by adding thereto a new Article X reading as follows:

"The pre-emptive rights of every shareholder to acquire unissued or treasury shares of the corporation is denied."

- f. The manner in which an exchange reclassification and cancellation of issued shares provided for in the above amendments shall be effected is as follows: the ten (10) shares of common stock in the corporation of One Hundred and No/100 Dollars (\$100.00) par value per share which are authorized, issued and outstanding will be surrendered to the corporation

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by the shareholders in a pro rata exchange for One Hundred (100) shares of common stock in the corporation of Ten and No/100 Dollars (\$10.00) par value per share.

- g. Such amendment does not effect a change in the amount of stated capital.

3. Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles of Incorporation were duly adopted by the shareholders of the corporation on the 25th day of February, 1972.

4. The number of shares outstanding was Ten (10) and the number of shares entitled to vote on the Restated Articles of Incorporation as so amended was ten (10), the holder of all of which have signed a written consent to the adoption of such Restated Articles of Incorporation as so amended.

5. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

ARTICLE I

The name of the corporation is First Abilene Bankshares, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are: to subscribe for, purchase, own, sell, pledge, mortgage, manage, invest and reinvest securities, personal property, and evidences of indebtedness of persons, partnerships, joint adventures, and foreign or domestic corporations; to provide, sell, lease or deal in services to, for or incidental to same; to buy, sell, lease and

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deal in real property subject to Part Four of the Texas Miscellaneous Corporation Laws Act; and in general, to carry on such other business or businesses incidental thereto or desirable as the corporation may from time to time desire or engage in, SAVE AND EXCEPT such business or businesses or any combination thereof as may be prohibited by the laws of the State of Texas.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) of the par value of Ten Dollars (\$10.00) each.

ARTICLE V

The corporation will not commence business until it has received, for the issuance of its shares, consideration of the value of \$1,000.00, consisting of money, labor done, or property actually received, which sum is at least equal to ten percent of the total capitalization of said corporation and not less than \$1,000.00.

ARTICLE VI

The post office address of its initial registered office is The Farmers & Merchants National Bank Building in Abilene, Texas, and the name of its initial registered agent at such address is Fred G. Henry.

ARTICLE VII

The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<TABLE>

<CAPTION>

NAME

ADDRESS

<C>	<S>
Fred G. Henry	4047 Redbud Circle, Abilene, Texas
Ed M. Perkins	4025 Richmond Street, Abilene, Texas
Joe S. Hogan	908 Grape Street, Abilene, Texas

</TABLE>

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ARTICLE VIII

The names and addresses of the incorporators are:

<TABLE>	
<CAPTION>	
NAME	ADDRESS
----	-----
<C>	<S>
Fred G. Henry	4047 Redbud Circle, Abilene, Texas
Ed M. Perkins	4025 Richmond Street, Abilene, Texas
Joe S. Hogan	908 Grape Street, Abilene, Texas

</TABLE>

ARTICLE IX

The right of every shareholder to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principles among any number of such candidates is prohibited.

ARTICLE X

The pre-emptive rights of every shareholder to acquire unissued or treasury shares of the corporation is denied.

Dated this 5th day of April, 1972.

F & M OPERATING COMPANY

By: Fred G. Henry

President

By: W. R. Rainey

Secretary

THE STATE OF TEXAS (
(
COUNTY OF TAYLOR (

I, Delois Edwards, a Notary Public, do hereby certify that on this the 5th day of April, 1972, personally appeared before me Fred G. Henry, who being by me first duly sworn, declared that he is the President of F & M Operating Company, that he signed the foregoing document as President of said corporation, and that the statements therein contained are trust.

Delois Edwards

Notary Public, Taylor County, Texas

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

- 1. The name of the corporation is FIRST ABILENE BANKSHARES, INC.
2. The Post Office Address of its present registered office is The Farmers & Merchants National Bank Building in Abilene, Texas.
3. The post office address to which its registered office is to be changed is the First National Bank of Abilene Building, Abilene, Texas.
4. The name of its present registered agent is Fred G. Henry.
5. The name of its successor registered agent is Kenneth T. Murphy.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 5th day of April, 1972.

FIRST ABILENE BANKSHARES, INC.

By: Fred G. Henry

President

W. R. Rainey

Secretary

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THE STATE OF TEXAS (
(
COUNTY OF TAYLOR (

I, EUNICE ROSSON, a Notary Public, do hereby certify that on this 5th day of April, 1972, personally appeared before me FRED G. HENRY who being by me first duly sworn declared that he is the President of FIRST ABILENE BANKSHARES, INC., that he signed the foregoing document as President of the corporation and that the statements contained therein are true.

Eunice Rosson

Notary Public, Taylor County, Texas

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[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

CERTIFICATE OF FILING
OF
ARTICLES OF AMENDMENT (DATED APRIL 11, 1975)
FOR
FIRST ABILENE BANKSHARES, INC.
CHARTERS No. 132026

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF THE ATTACHED FOR THE ABOVE, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS CERTIFICATE AND ATTACHES HERETO THE DUPLICATE ORIGINAL.

DATED APR. 15, 1975

[SEAL]

Mark N. White, Jr.

Secretary of State
GGC

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ARTICLES OF AMENDMENT
BY THE SHAREHOLDERS
TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

STAMP: [Filed
in the Office of the
Secretary of State of Texas
April 15, 1975
James B. Chote
Deputy Director,
Corporation Division]

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which increases the number of authorized shares of the corporation:

ARTICLE ONE. The name of the corporation is First Abilene Bankshares, Inc.

ARTICLE TWO. The following Amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 8, 1975:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) of the par value of Ten Dollars (\$10.00) each.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 408,723; and the number of shares entitled to vote thereon was 408,723.

ARTICLE FOUR. The number of shares voted for such amendment was 340,012; and the number of shares voted against such amendment was 3,399.

Dated: April 11, 1975.

FIRST ABILENE BANKSHARES, INC.

By: Walter F. Johnson

Its: President

and

James F. Collins

Its: Secretary

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THE STATE OF TEXAS)
)
COUNTY OF TAYLOR)

I, Delois Edwards, a Notary Public, do hereby certify that on this 11th day of April, 1975, personally appeared before me WALTER F. JOHNSON, who declared he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing documents in the capacity therein set forth and declared that the statement contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Delois Edwards

Notary Public in and for
Taylor County, Texas

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[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

FIRST ABILENE BANKSHARES, INC.
CHARTERS NUMBER 132026

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF AMENDMENT.

DATED APR. 15, 1980

[SEAL]

G.W. Strake, Jr.

Secretary of State
BLP

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ARTICLES OF AMENDMENT
BY THE SHAREHOLDERS
TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

Stamp: [Filed with the
Office of the Secretary
of State of Texas on
the 15th of April, 1980]

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which increases the number of authorized shares of the corporation:

ARTICLE ONE. The name of the corporation is First Abilene Bankshares, Inc.

ARTICLE TWO. The following Amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 8, 1980:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

The aggregate number of shares which the corporation shall have

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

FIRST ABILENE BANKSHARES, INC.
CHARTERS NUMBER 132026

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF AMENDMENT.

DATED APR. 27, 1982

[SEAL]

David A. Dean

Secretary of State

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

APR 29 1982

APR. 27, 1982

DAVID L. BURHMANN, ATTORNEY AT LAW
P. O. BOX 1440

ABILENE, TX 79604

RE: FIRST ABILENE BANKSHARES, INC.
CHARTER NUMBER 132026-0

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

[SEAL]

David A. Dean

Secretary of State

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ARTICLES OF AMENDMENT
BY THE SHAREHOLDERS
TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

Stamp: [Filed in the
Office of the Secretary
of State of Texas
April 27, 1982]

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. The name of the corporation is FIRST ABILENE BANKSHARES, INC.

ARTICLE II. The following Amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 13th day of, 1982:

Article Four of the Articles of Incorporation is amended to read as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is Two Million Five Hundred Thousand (2,500,000) of the par value of Ten Dollars (\$10.00) each."

ARTICLE III. The number of shares of the Corporation outstanding at the time of such adoption was 1,147,603; and the number of shares entitled to vote thereon was 1,147,603.

ARTICLE IV. The number of shares voted for such amendment was 864,696; the number of shares voted against such amendment was 2,516, and 15,260 shares abstained.

Dated this 26th day of April, 1982.

FIRST ABILENE BANKSHARES, INC.

By: Walter F. Johnson

Its: President

and

James F. Collins

Its: Secretary

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THE STATE OF TEXAS (
(
COUNTY OF TAYLOR (

I, Bernice Clay, a Notary Public, do hereby certify that on this 26th day of April, 1982, personally appeared before me WALTER F. JOHNSON, who declared he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing documents in the capacity therein set forth and declared that the statement contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Bernice Clay

Notary Public, State of Texas

Bernice Clay

Printed/Typed Name of Notary

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

MAY 7, 1986

MCAHON, SMART, SUROVIK, SUTTEL, D. BUHRMAN
P. O. BOX 3679
ABILENE, TX 79604

RE: FIRST ABILENE BANKSHARES, INC.
CHARTER NUMBER 132026-0

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

[SEAL]

M. D. McDaniel

Secretary of State

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

FIRST ABILENE BANKSHARES, INC.
CHARTERS NUMBER 132026

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, ISSUES THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF AMENDMENT.

DATED MAY 5, 1986

[SEAL]

M.D. McDaniel

Secretary of State

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

Stamp: [Filed in the
Office of the Secretary
of State of Texas
May 05, 1986
Clerk II-G
Corporation Section]

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. The name of the corporation is FIRST ABILENE BANKSHARES, INC.

ARTICLE II. The following Amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 22nd day of April, 1986:

Article Four of the Articles of Incorporation is amended to read as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is Five Million (5,000,000) of the par value of Ten Dollars (\$10.00) each."

ARTICLE III. The number of shares of the Corporation outstanding at the time

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

MAY 12, 1988

TOMMY J. BARROW
P. O. BOX 701
ABILENE, TX 79604

RE: FIRST ABILENE BANKSHARES, INC.
CHARTER NUMBER 00132026-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES, AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

[SEAL]

Jack M. Raines

Secretary of State

[THE STATE OF TEXAS EMBLEM]

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

FIRST ABILENE BANKSHARES, INC.
CHARTERS NUMBER 00132026

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF AMENDMENT, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, ISSUES THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF AMENDMENT.

DATED MAY 9, 1988

[SEAL]

Jack M. Raines

Secretary of State

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

Stamp: [Filed in the
Office of the Secretary
of State of Texas
May 9, 1988
Corporations Section]

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. The name of the Corporation is FIRST ABILENE BANKSHARES, INC.

ARTICLE II. The following Amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 26th day of April, 1988:

Article Eleven was added to the Articles of Incorporation as follows:

"To the fullest extent not prohibited by applicable laws as presently or hereafter in effect, no person shall be liable to the Company or its shareholders for monetary damages for or with respect to any acts or omissions in his or her capacity as a Director of the Company, except liability for (i) a breach of a Directors duty of loyalty to the Company or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a Director

received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, (iv) an act or omission for which the liability of a Director is expressly provided by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend.

"Each person, his or her heirs, executors, personal representatives and estate, shall be indemnified by the Company for all expenses incurred in connection with any action, suit, proceeding or claim to which he or she shall be named a party or otherwise be a participant by virtue of being or having been or agreeing to become (i) a Director, officer, employee or agent of the Company and/or (ii) a Director, officer, employee or agent of any corporation or organization at the request of the Company. Such indemnity shall be provided to the fullest extent not prohibited by applicable laws presently in effect or as may hereafter be amended. Indemnity shall include but not be limited to the advancement of expenses and payment of all loss liability and expenses. Provided, however, that no person shall be indemnified for amounts paid in settlement unless the terms and conditions of said settlement have been consented to by the Company. Further, no indemnification of employees or agents of the Company (other than Directors and officers) will be made without express authorization of the Company's Board of Directors.

"The Company may, upon the affirmative vote of the majority of its Board of Directors, purchase insurance for the purpose of securing the indemnification of its Directors, officers and other employees to the extent that such indemnification is allowed in this Article. Such insurance

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may, but need not, be for the benefit of all Directors, officers or employees, and the purchase of any such insurance shall in no way limit the indemnification provisions of the preceding paragraph. Provided, however, that such insurance shall not include coverage for a formal order assessing civil money penalties against a Director or employee of the Company arising out of an administrative proceeding or action by an appropriate bank regulatory agency.

"No repeal of or amendment to this Article Eleventh shall have any effect with respect to the liability or alleged liability of any Director occurring prior to such amendment or to the acts or omissions or rights to indemnity of any person occurring prior to such repeal or amendment.

"The term "Director" in this Article Eleventh shall include Advisory Directors, Directors Emeritus and Inside Directors serving in a post-retirement capacity as such terms are or may hereafter be defined in the Bylaws of the Company."

ARTICLE III. The number of shares of the corporation outstanding at the time of such adoption was 2,156,332; and the number of shares entitled to vote thereon was 2,156,332.

ARTICLE IV. The number of shares voted for such amendment was 1,680,5810; the

TO THE
ARTICLES OF INCORPORATION
OF FIRST ABILENE BANKSHARES, INC.

Office of the Secretary
of State of Texas
Oct. 28 1993
Corporations Section)

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the Corporation is FIRST ABILENE BANKSHARES, INC.

ARTICLE II

The following Amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on the 26th day of October, 1993:

Article I of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I

The name of the Corporation is FIRST FINANCIAL BANKSHARES, INC."

The purpose of the foregoing amendment is to change the name of the Corporation from FIRST ABILENE BANKSHARES, INC. to FIRST FINANCIAL BANKSHARES, INC.

ARTICLE III

The number of shares of the Corporation outstanding at the time of such adoption was 3,741,802; and the number of shares entitled to vote on the Amendment was 3,741,802.

ARTICLE IV

The number of shares voted for such amendment was 3,359,565; and the number of shares voted against such amendment was 41,558; and 340,679 shares abstained.

DATED: October 26, 1993.

FIRST ABILENE BANKSHARES, INC.

By: Curtis R. Harvey

CURTIS R. HARVEY

/RW 82:07/

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(THE STATE OF TEXAS EMBLEM)

The State of Texas

Secretary of State

OCT. 28, 1993

DAVID L BUHRMANN, MCMAHON, SUROVIK, ET AL
STE 800, FIRST NAT'L BK BLDG 400 PINE ST
ABILENE, TX 79601

RE: FIRST FINANCIAL BANKSHARES, INC.
CHARTER NUMBER 00132026-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF
AMENDMENT. A COPY OF THE INSTRUMENT FILED IN THIS OFFICE IS ATTACHED FOR YOUR
RECORDS.

THIS LETTER WILL ACKNOWLEDGE PAYMENT OF THE FILING FEE.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

(SEAL)

M. D. McDaniel

Secretary of State

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EXHIBIT 2

AMENDED AND RESTATED BY-LAWS

ARTICLE I
NAME AND LOCATION

Section A

The name of this corporation shall be First Abilene Bankshares, Inc.

Section B

Its principal place of business shall be located in the First National Bank of Abilene Building of Abilene, Texas.

Section C

Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II
CAPITAL STOCK

Section A

The capital stock of the corporation shall be divided into the number of shares authorized by the corporation's Articles of Incorporation (as amended from time to time). The par value shall be that which is stated in such Articles of Incorporation.

Section B

All certificates of stock shall be signed by the Chairman of the Board or the President and the Secretary, and shall be sealed with the corporate seal. A facsimile signature may be used for either or both of such required signatures.

Section C

The stock certificates shall be on a form selected by the Board of Directors of the corporation.

Section D

The corporation shall issue to each shareholder certificates certifying the number of shares of common capital stock of the corporation owned by the shareholder.

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Section E

Title to a certificate and to the shares represented thereby can be transferred only by delivery of the certificate endorsed either in blank or to a specified person by the person appearing on the certificate to be the owner of the shares represented thereby or by the owner's duly authorized representative.

Section F

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof except on satisfactory proof to the Secretary of such loss or destruction; and upon the giving of satisfactory security, by bond or otherwise, against loss to the corporation. Any such new certificate shall be plainly marked "DUPLICATE" on its face.

ARTICLE III
SHAREHOLDERS' MEETING

Section A

The annual meeting of the shareholders of the corporation shall be held within the State of Texas and may be held at the principal office of the corporation in the City of Abilene, Texas, or anywhere else in the State of Texas on the fourth Tuesday of April of each year, at such time and place as may be fixed by the Board of Directors.

At such meeting all Directors and any Directors Emeritus shall be elected, and such other business shall be transacted as may lawfully come before the meeting.

Section B

Special meetings of the shareholders may be called by (i) a majority of the Board of Directors, or (ii) by the Chief Executive Officer joined by at least three members of the Board of Directors, or (iii) by shareholders holding voting rights of not less than 20% of the stock of the corporation.

Such special meetings shall be called by the filing with the Secretary of a written request for such meeting, stating the date, time, place and purpose. Upon the filing of such request, the Secretary shall give immediate written notice mailed to the address of each shareholder, which notice shall state the date, time, place and purpose of such meeting. Such notice shall be mailed at least five days prior to the time fixed for the meeting.

Section C

A shareholder may vote by proxy at all shareholders' meetings, and shall be entitled to one vote for each share of stock standing in his or her name upon the records of the corporation.

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All proxies shall be filed with the Secretary before any meeting, before same shall become effective. Any shareholder, by written notice to the Secretary before any meeting, may withdraw the previously filed proxy and vote the shares represented thereon in person.

There shall be no cumulative voting of the shares of stock owned by any shareholder.

Section D

Shareholders having voting rights of a majority of the issued and outstanding stock (exclusive of treasury stock) and being present in person or by proxy shall constitute a quorum at any meeting, and be capable of transacting any business thereof, except where otherwise specifically provided by the By-Laws. If, at any meeting of the shareholders, there be less than a quorum present, a majority in interest of the shareholders shall have the power to adjourn or recess from time to time, without notice other than by announcement at the meeting, until a quorum is present.

Section E

The Chairman of the Board, and in his or her absence, the President or any Director appointed by a majority of the Board of Directors for such purposes, shall preside at all such meetings.

ARTICLE IV
BOARD OF DIRECTORS

Section A

The Board of Directors shall consist of not less than three nor more than thirty members, who shall be elected annually by a majority vote of the shareholders.

Persons eligible for election to the Board of Directors shall be shareholders of the corporation who, at the date of the annual meeting of shareholders at which the Board of Directors is elected, (i) have not attained the age of seventy-two (72) years, or (ii) have not attained the age of seventy-five (75) years and own one percent (1%) or more of the outstanding shares of the stock of the corporation.

Such Directors shall hold office until the next annual meeting of the shareholders, or until their successors are elected and qualified.

Section B

The business and property of the corporation shall be managed by the Board of Directors. The corporate power of this corporation shall be vested with the Board of Directors who shall employ such officers, agents and employees as they may deem advisable, and shall fix the rate of compensation of all officers, agents and employees.

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Section C

The annual meeting of the Board of Directors shall be held anywhere in the State of Texas which may be designated by the Chairman of the Board of Directors and shall always be held within ten (10) days after the adjournment of each annual shareholders' meeting. No notice of such annual meeting of the Board of Directors shall be necessary.

Section D

Special meetings of the Board of Directors shall be held whenever called by the Secretary, upon the direction of the Chairman of the Board of Directors; or upon the written request of any three Directors. Notice of special meetings shall be mailed to each Director by the Secretary. Such notices of special meetings shall state the date, time, place and purpose therefor.

Section E

Regular meetings of the Board of Directors shall be held quarterly at such date, time and place as is designated by the Chairman of the Board of Directors or, failing such designation, by any three Directors. Notice of regular meetings shall be mailed to each director by the Chairman of the Board of Directors or the Secretary, which notice shall state the date, time and place of such meeting. The presence of any Director at any annual, special or regular meeting of the Board of Directors shall constitute a waiver of notice thereof.

Section F

A majority of the Directors convened according to these By-Laws shall constitute a quorum for the transaction of business at any regular or special meeting of the Directors.

Section G

The Directors shall elect the officers of the corporation, and fix their compensation; such election to be held at the Directors' meeting following each

annual shareholders' meeting.

Any officer may be removed by a majority vote of the full Board of Directors at any time.

Section H

Any Director may be removed, with or without cause, at any time at any regular or special meeting of the shareholders called for such purpose, by the affirmative vote of the shareholders of a majority of shares outstanding.

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Section I

In case of any vacancy in the Board of Directors, the remaining Directors, by a majority vote, may elect a successor to fill such vacancy until the next annual or special meeting of the shareholders, and until the successor is elected and qualified.

Section J

The Directors may, by resolution, appoint members of the Board as an executive committee to conduct the affairs of the corporation authorized in such resolution during the interim between meetings of the Board.

Section K

A Director may resign at any time by tendering his or her written resignation to the Secretary.

Section L

The Chairman of the Board, and in his or her absence, the President or any director appointed by a majority of the Board of Directors for such purpose, shall preside at all meetings of the Board of Directors. The Board of Directors shall annually appoint an officer of the corporation to act as secretary of the Board of Directors.

Section M

Directors Emeritus:

- a) There shall an honorary position to the Board of Directors of the Corporation, unrestricted as to number and limited to persons who have served as members of the Board of Directors and who, at the date of the annual meeting of shareholders at which the Board of Directors is elected, (i) have attained at least the age of sixty-five (65) years, and (ii) have not attained the age of seventy-five (75) years.

- b) Such Directors Emeritus shall hold office until the next annual meeting of shareholders, or until their successors are elected and qualified.
- c) Directors Emeritus shall have the following privileges:
 - i. The right to attend all Board meetings;
 - ii. The right to address the Board on all matters presented to and under consideration by the Board; and
 - iii. The right to be remunerated for attendance at Board meetings.

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- d) Directors Emeritus shall not:
 - i. Serve on any of the standing committees of the corporation; nor
 - ii. Be entitled to vote at any Board meeting.

ARTICLE V OFFICERS

Section A

The Officers of the Corporation shall be a Chairman of the Board, a President, Director, and (x) shall, in general, perform all of the duties which are incident to the office of Secretary and Treasurer of the corporation, subject to the Board of Directors.

The Assistant Secretaries shall discharge the duties of the Secretary and/or Secretary-Treasurer in the event of the Secretary's and/or Secretary-Treasurer's absence or disability for any cause whatsoever. They shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

Section B

In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate, for the time being, the duties of such officer to any officer or Director.

Section C

Whenever any vacancy shall occur in any office of the corporation such vacancy shall be filled by the Directors, by the election of a new officer who shall hold office until the next annual meeting and until his or her successor is duly elected and qualified.

ARTICLE VI AMENDMENTS

These By-Laws may be amended at any meeting of the directors, regular or special, by a vote of the majority of the directors.

ATTEST:

Sandy Lester

Kenneth T. Murphy

Secretary

Chairman

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AMENDMENT TO BYLAWS

Upon motion being duly made, seconded and unanimously carried, the following Amendments to the Amended and Restated By-Laws of FIRST ABILENE BANKSHARES, INC., were approved and adopted at the regular meeting of the Board of Directors, at which a quorum was present, held on January 28, 1992:

I.

Section M of Article IV of the Amended and Restated Bylaws, entitled "Directors Emeritus," is hereby repealed and deleted.

II.

Section A of Article III ("Shareholders' Meetings") is hereby repealed and deleted and a new Section A of Article III shall be substituted therefor, which shall read as follows:

"Section A

"The annual meeting of the shareholders of the corporation shall be held within the State of Texas and may be held at the principal office of the corporation in the City of Abilene, Texas, or anywhere else in the State of Texas, during the month of April in each year, on such date and at such time and place as may be fixed by the Board of Directors.

"At such meeting all Directors shall be elected, and such other business shall be transacted, as may lawfully come before the meeting."

SIGNED AND CERTIFIED this 14th day of February, 1992.

Kenneth T. Murphy

Kenneth T. Murphy,
Chairman of the Board and
Chief Executive Officer

ATTEST:

Sandy Lester

Sandy Lester, Secretary

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FIRST FINANCIAL BANKSHARES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS

/ NUMBER /
/ /

/ SHARES /
/ /

CUSIP 32020R 10 9
SEE REVERSE FOR
CERTAIN DEFINITIONS

THIS CERTIFIES THAT

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, PAR VALUE OF TEN
DOLLARS (\$10.00) PER SHARES OF

FIRST FINANCIAL BANKSHARES, INC.

transferable only on the books of the Corporation by the holder hereof in person
or by duly authorized attorney upon surrender of this Certificate properly
endorsed. This Certificate and the shares represented hereby are issued and
shall be subject to all of the provisions of the Articles of Incorporation, as
from time to time amended, and the By-Laws of the Corporation, as from time to
time amended, copies of which are on the file at the principal office of the
Corporation, to all of which the owner, by acceptance hereof, assents. This
Certificate is not valid unless countersigned by the Transfer Agent.

IN WITNESS WHEREOF, The Corporation has caused the facsimile signatures of its
duly authorized officers and its facsimile seal to be affixed hereto.

Dated

COUNTERSIGNED

FIRST NATIONAL BANK OF ABILENE
TRANSFER AGENT

/SEAL/

By

Kenneth T. Murphy

Sandy Lester

Chairman

Secretary

AUTHORIZED SIGNATURE

NO HOLDER OF SHARES OF THE COMMON STOCK OF THE CORPORATION HAS ANY PREEMPTIVE
OR PREFERENTIAL RIGHT OF SUBSCRIPTION OR RIGHT TO SUBSCRIBE FOR, PURCHASE OR

RECEIVE ANY PART OF ANY NEW OR OTHER ISSUE OF STOCK OR OTHER SECURITIES OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, NOR SHALL SUCH HOLDER HAVE THE RIGHT TO CUMULATE VOTES IN THE ELECTION OF DIRECTORS.

The following abbreviations, when used in the inscription of the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - _____ Custodian _____
TEN ENT - as tenants by the entirety	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts to Minors Act _____ (State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers the shares of the common stock represented by the within certificate as follows:

PLEASE INSERT SOCIAL SECURITY NUMBER OR OTHER IDENTIFICATION NUMBER

_____/ _____ (_____)
 _____/ _____ (_____)
 NUMBER OF SHARES TRANSFERRED

unto

Full name and address (including zip code) of assignee should be typewritten or printed legibly.

and hereby irrevocably constitutes and appoints

attorney

to transfer the said stock on the books of the within-named corporation with full power of substitution in the premises.

DATE: _____

SIGN HERE

signature must correspond with name on face of certificate without any change or alteration whatever

