

FEDERAL RESERVE BANK
OF ST. LOUIS

ddf
guided by principles

DD&F Consulting Group
521 South Rock Street
Little Rock, AR 72202

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ing.com

October 24, 2012

Mr. Dennis Blase
Assistant Vice President
Federal Reserve Bank of St. Louis
1421 Dr. Martin Luther King Drive
St. Louis, Missouri 63106-3716

RSSD #1097089
3A3 - BANK OF THE OZARKS, INC., LITTLE
ROCK, ARKANSAS, TO ACQUIRE 100 PERCENT
OF GENALA BANC, INC., GENEVA, ALABAMA,
AND THEREBY INDIRECTLY ACQUIRE CITIZENS
BANK, GENEVA, ALABAMA

RE: FR Y-3N Notification by Bank of the Ozarks, Inc., Little Rock, Arkansas for the Acquisition of Genala Banc, Inc., Geneva, Alabama

Dear Mr. Blase:

On behalf of Bank of the Ozarks, Inc. ("OZRK"), Little Rock, Arkansas, DD&F Consulting Group is filing one (1) original and ten (10) copies of the above referenced notification. This notification is being filed to request approval for OZRK to acquire Genala Banc, Inc., Geneva, Alabama.

As required, publication for the referenced notice is being made in the *Arkansas Democrat-Gazette*, a newspaper of general circulation in Little Rock, Arkansas and in the Geneva County Reaper, a newspaper of general circulation in Geneva, Alabama on Wednesday, October 24, 2012. The publishers' affidavits will be forwarded to your office as soon as they are available.

The information provided within the enclosed Confidential Exhibit that accompanies the notification provides pertinent details regarding the proposed transaction. It is requested that the following information, which has been provided in a separately bound Confidential Exhibit and filed as part of this notification, be held **Confidential**:

Confidential Exhibit 1 – We are requesting **Confidential** treatment under the Freedom of Information Act and other relevant state and federal laws with respect to the enclosed Confidential Exhibit. The information contained in this exhibit, including the agreement between the parties involved in this transaction, financial projections and other documents discussing specific business strategies of OZRK, are not generally available from any public sources. We believe that confidential treatment of this information is appropriate under the provisions providing exceptions to the Freedom of Information Act for business confidentiality and personal privacy reasons. We request that this information remain confidential indefinitely.


Mr. Dennis Blase
St. Louis, Missouri

2

October 24, 2012

If you have any questions, please do not hesitate to contact me at (501)374-2600 or at kshadid@ddfconsulting.com.

Sincerely,



Kyle Shadid
Senior Consultant

Enclosures

cc: Mr. Dennis James, VIA E-Mail: djames@bankozarks.com
Mr. Greg McKinney, VIA E-Mail: gmckinney@bankozarks.com

FEDERAL RESERVE BANK
OF ST. LOUIS

2012 OCT 25 AM 11:27

RECEIVED
BANK SUPERVISION AND
REGULATION DEPARTMENT



FR Y-3N NOTIFICATION

FOR

**BANK OF THE OZARKS, INC.
LITTLE ROCK, ARKANSAS**

FOR THE ACQUISITION OF

**GENALA BANC, INC.
GENEVA, ALABAMA**

**SUBMITTED TO THE
FEDERAL RESERVE BANK OF ST. LOUIS**

OCTOBER 24, 2012

DD&F Consulting Group
521 South Rock Street
Little Rock, AR 72202

o: 501.374.2600

f: 501.374.3639

ddfconsulting.com

FR Y-3N

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Draft Articles of Merger Exhibit A
Agreement and Plan of Merger..... Exhibit B
Consolidated Balance Sheet & Capital Ratios for Bank of the Ozarks, Inc. Exhibit C
Bank of the Ozarks & The Citizens Bank Capital Calculations Exhibit D

APPLICATION
to the
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
("Board")

Bank of the Ozarks, Inc.

Corporate Title of Applicant

17901 Chenal Parkway

Street Address

Little Rock

City

Arkansas

State

72223

Zip Code

Corporation

(Type of organization, such as corporation, partnership, business trust, association, or trust)

Hereby provides the Board with a notice pursuant to:

- _____ (1) Section 3(a)(5)(C) of the Bank Holding Company Act of 1956, as amended, ("BHC Act" - 12 U.S.C. 1842 (a)(5)(C)), under "Notice procedures for one-bank holding company formations" as described in section 225.17 of Regulation Y;
- X (2) Section 3(a)(3) of the BHC Act, under the "Expedited action for certain bank acquisitions by well-run bank holding companies" as described in section 225.14 of Regulation Y; or
- _____ (3) Section 3(a)(5) of the BHC Act, under "Expedited action for certain bank acquisitions by well-run bank holding companies" as described in section 225.14 of Regulation Y.

for prior approval of the acquisition of direct or indirect ownership, control, or power, to vote at least 24,852 (100%) of a class of voting shares or otherwise to control:

Genala Banc, Inc.

Corporate Title of Bank or Bank Holding Company

515 South Commerce Street

Street Address

Geneva

City

Alabama

State

36340

Zip Code

Does Applicant request confidential treatment for any portion of this submission?

Yes

As required by the General Instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled "CONFIDENTIAL."

No

Name, title, address, telephone number and facsimile number of person(s) to whom inquiries concerning this application may be directed:

Mr. Kyle Shadid, Senior Consultant, DD&F Consulting Group, 521 S. Rock St, Little Rock, AR 72202

Phone: (501) 374-2600

Fax: (501) 374-3639

Email: kshadid@ddfconsulting.com

Certification

I certify that the information contained in this notification has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §1001 and §1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding

Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

Signed this 18th day of October, 2012.



Signature of Chief Executive Officer or Designee

Dennis James, Director of Mergers & Acquisitions

Typed Name and Title

Description of Transaction

The primary parties to the proposed transaction are listed below, along with short descriptions:

- **Bank of the Ozarks, Inc. (“OZRK”)**, Little Rock, Arkansas, is an Arkansas bank holding company with one wholly-owned subsidiary bank, Bank of the Ozarks.
 - **Bank of the Ozarks (the “Bank” or “BOTO”)**, Little Rock, Arkansas, is a state-chartered, non-Federal Reserve member bank operating from one hundred and sixteen (116) banking offices in Alabama, Arkansas, Florida, Georgia, North Carolina, South Carolina, and Texas.
- **Genala Banc, Inc. (“Genala”)**, Geneva, Alabama, is an Alabama bank holding company with one wholly-owned subsidiary bank, Citizens Bank.
 - **The Citizens Bank (“Citizens”)**, Geneva, Alabama, is a state-chartered non-Federal Reserve member bank operating from one (1) banking office in Geneva County, Alabama. As of September 30, 2012, Citizens had \$166.7 million in total assets, \$45.3 million in loans and \$137.6 million in deposits.

On October 4, 2012, OZRK entered into an Agreement and Plan of Merger (the “Agreement”) with Genala. Pursuant to the terms of and subject to the conditions set forth in the Agreement, OZRK has agreed to purchase a total of 24,852 shares of Genala, with the total purchase price, prior to potential adjustments provided for in the Agreement, equaling \$27,337,200. The Agreement states that 49% (12,177 shares) of the issued and outstanding shares of common stock of Genala will be purchased for a cash price of \$13,395,228 while the remaining 51%, or 12,675 shares, will be paid for in the form of newly issued shares of common stock in OZRK (\$13,941,972). Immediately following the Acquisition, OZRK intends to merge Citizens with and into BOTO and Genala will be merged with and into OZRK.

There are currently 24,757 shares of Genala common stock outstanding. Genala has made a commitment to issue, prior to the merger, an additional 95 shares of Genala common stock to certain directors of Citizens in a one-for-one exchange for surrender of their directors’ qualifying shares of capital stock of Citizens, resulting in a total of 24,852 shares of Genala common stock to be outstanding immediately prior to the proposed merger. The amount of cash to be received by each Genala shareholder and the number of shares of OZRK common stock to be received by such holder will be determined initially based on each Genala shareholder’s election made after approval of the merger agreement by Genala shareholders, and may be subject to allocation in order to arrive at the appropriate mix of cash and OZRK common stock to be paid.

As previously stated, the subject application contemplates the acquisition of Genala by OZRK. The closing of the acquisition is expected to occur in the fourth quarter of 2012 and is subject to approval of appropriate regulatory authorities, and the satisfaction of other customary conditions.

A draft copy of the Articles of Merger is provided as Exhibit A of **Confidential Exhibit 1**. A copy of the executed Agreement between OZRK and Genala is provided as Exhibit B of **Confidential Exhibit 1**. A certified copy of the minutes of the proposed Arkansas State Bank Department Board hearing in December at which the merger will be approved will be provided by amendment. Certified board resolutions of OZRK, BOTO, and Genala are provided as **Attachment 1** of this application.

There will be no debt assumed as part of or as a result of the proposed transaction. The following information is being submitted pursuant to the requirements of FR Y-3N:

- 1. Provide certification that the criteria for the expedited filing procedure has been met:**

An originally executed certification indicating that the criteria for the expedited filing procedure have been met is provided as **Attachment 2**.

- 2. Provide a description of the transaction that includes identification of the companies and insured depository institutions involved in the transaction and the identification of each banking market affected by the transaction.**

A description of the proposed transaction is provided above under "Description of Transaction." The description identifies the companies and insured depository institutions involved in the proposed transaction which is detailed in the Agreement. The resulting institution will continue to serve the designated market areas previously served by Citizens. The market area is currently comprised of census tracts 501, 502, 503 and 504 in Geneva, Alabama, and census tracts 9601 and 9602 in Holmes County, Florida, and will remain so following completion of the transaction. A map of the market area is provided in **Attachment 3**.

- 3. Provide a description of the effect of the transaction on the convenience and needs of the communities to be served and of the actions being taken by the bank holding company to improve the CRA performance of any insured depository institution subsidiary that does not have at least a satisfactory CRA performance rating at the time of the transaction.**

BOTO offers a wider menu of personal and business services than currently offered at Citizens. The Bank will make the full menu of services available to customers of Citizens at the completion of the systems conversion which is scheduled for March 15, 2013. There will not be any change to Citizens' existing competition as a result of the proposed transaction.

BOTO has a strong commitment to meet the needs of its community including meeting the needs of low- and moderate-income areas. BOTO will continue its commitment to community support and CRA compliance following consummation of the proposed transaction. BOTO received a rating of "Satisfactory" at its latest CRA exam.

- 4. Federal Reserve Rules and Regulations require publication once in a newspaper of general circulation in the community or communities in which the head office of both holding companies are located, the community where the acquiring holding company's**

largest subsidiary is located and the proposed acquired branch is located. Provide the name(s) and address(es) and the date of publication in the appropriate newspaper(s). Additionally, evidence of such publication of notice must accompany this application.

Pursuant to Federal Reserve Rules and Regulations, public notice of the proposed transaction will appear in the *Geneva County Reaper*, a newspaper of general circulation in Geneva, Alabama and in the *Arkansas Democrat-Gazette*, a newspaper of general circulation in Little Rock, Arkansas on Wednesday, October 24, 2012. A copy of the notice is provided in **Attachment 4**. Original publishers' affidavits will be provided to your office as soon as they are received.

- 5. If the bank holding company has consolidated assets of \$500 million or more, an abbreviated consolidated *pro forma* balance sheet as of the most recent quarter showing credit and debit adjustments that reflect the proposed transaction, consolidated *pro forma* risk-based capital ratios for the acquiring bank holding company as of the most recent quarter, and a description of the purchase price and the terms and sources of funding for the transaction.**

An abbreviated consolidated *pro forma* balance sheet and capital ratios for OZRK as of September 30, 2012 are provided as Exhibit C of **Confidential Exhibit 1**. As indicated in the transaction description, the purchase price for the 24,852 shares of Genala stock is \$27,337,200, prior to potential adjustments provided for in the Agreement. Forty-nine percent of the purchase price, or \$13,395,228, will be paid in cash (subject to minor adjustments for payments of all fractional shares in cash as provided in the Agreement), and the remaining fifty-one percent, or \$13,941,972 will be paid in the form of newly issued shares of common stock in OZRK. The new shares of BOTO will be issued in connection with the filing of a registration statement with the Securities and Exchange Commission on Form S-4 prepared pursuant to the Securities Act of 1933, as amended. The cash required for the purchase is currently held by BOTO, and prior to the closing of the purchase will be transferred to OZRK in the form of a dividend paid from the retained earnings of BOTO.

If the bank holding company has consolidated assets of less than \$500 million, a *pro forma* parent-only balance sheet as of the most recent quarter showing credit and debit adjustments that reflect the proposed transaction, and a description of the purchase price, the terms and sources of funding for the transaction, and the sources and schedule for retiring any debt incurred in the transaction.

Not applicable.

- 6. If the bank holding company has consolidated assets of less than \$300 million, a list of and biographical information regarding any directors or senior executive officers of the resulting bank holding company that are not directors or senior executive officers of the acquiring bank holding company or of a company or institution to be acquired.**

Not applicable.

7. For each insured depository institution whose Tier 1 capital, total capital, total assets or risk-weighted assets change as a result of the transaction, provide the total risk-weighted assets, total assets, Tier 1 capital and total capital of the institution on a pro forma basis.

Pro forma capital calculations for BOTO and Citizens are provided in Exhibit D of **Confidential Exhibit 1**.

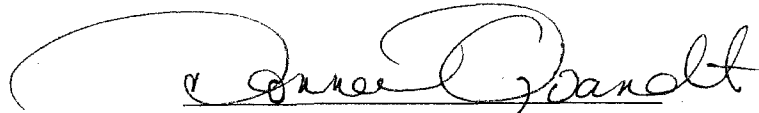
8. The market indexes for each relevant banking market reflecting the pro forma effect of the transaction.

BOTO and Citizens do not operate in any overlapping markets so the proposed transaction will not cause any change in the Herfindahl-Hirschman index.

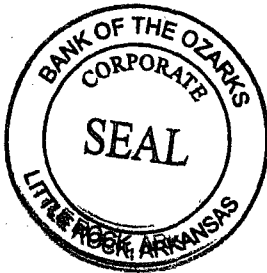
CERTIFICATE

I, Donna Quandt, Corporate Secretary of Bank of the Ozarks, Inc. and Bank of the Ozarks hereby certify the attached is a true and correct copy of the action approved by the Board of Directors of Bank of the Ozarks, Inc. and its subsidiary at the special board meeting held on October 4, 2012.

Dated: October 16, 2012



Donna Quandt, SVP and
Corporate Secretary



BANK OF THE OZARKS, INC.

Resolutions of the Board of Directors

October 4, 2012

Re: Acquisition of Genala Banc, Inc.

WHEREAS, Bank of the Ozarks, Inc., an Arkansas corporation (the "Corporation"), is considering entering into a definitive merger agreement with Genala Banc, Inc., an Alabama corporation ("Target"), (the "Merger Agreement"), pursuant to which Merger Agreement the Corporation would acquire Target in a merger transaction (the "Merger") in which Target would be merged with and into the Corporation, with the Corporation being the surviving entity in the Merger, and under which Merger Agreement (1) the Corporation would acquire all of the outstanding capital stock of Target in exchange for a combination of cash and registered Common Stock of the Corporation equal to a total acquisition consideration of \$27,337,200, subject to certain conditions and possible adjustments (the "Acquisition Consideration"), and (2) The Citizens Bank, a wholly owned subsidiary of Target (subject to certain directors' qualifying shares to be surrendered to Target in exchange for capital stock of Target prior to consummation of the Merger), would be merged with and into Bank of the Ozarks, the Corporation's wholly owned subsidiary (the "Bank") (such transactions collectively referred to herein as the "Transaction");

WHEREAS, the Board of Directors has had an opportunity to review and has reviewed and discussed the principal terms and conditions of the Merger Agreement as negotiated on behalf of the Corporation by its duly authorized officers and presented to the Board of Directors and the Board of Directors has had an opportunity to ask questions regarding the Transaction; and

WHEREAS, the Board of Directors of the Corporation, in the exercise of its business judgment and duties and based upon all the factors considered in connection with the approval of these resolutions and the presentations and advice of management to the Board of Directors in connection with the Transaction, has found and determined that it is advisable and in the best interests of the Corporation and its shareholders to consummate the Transaction in accordance with the principal terms and conditions of the Merger Agreement.

Merger Agreement

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby approves the Transaction and such other related transactions contemplated by the Merger Agreement, in each case, on the terms and provisions set forth in the Merger Agreement in substantially the form negotiated by the officers of the Corporation, with such changes therein, if any, prior to execution of the Merger Agreement as may be approved by any of the Authorized Officers (as defined below) and as they shall deem necessary, appropriate or advisable in the exercise of their best judgment in consultation with counsel to the Corporation, their signatures on such Merger Agreement to constitute conclusive evidence of their approval;

FURTHER RESOLVED, that any one or more of the following officers of the Corporation and the Bank shall be deemed an authorized officer (each an "Authorized Officer") and collectively, "Authorized Officers") for the purposes of these resolutions:

George G. Gleason – Chairman and Chief Executive Officer
Mark Ross – Vice Chairman and Chief Operating Officer
Dennis James – Director of Mergers and Acquisitions
Greg McKinney – Chief Financial Officer and Chief Accounting Officer

FURTHER RESOLVED, that the Authorized Officers, and each or any of them be, and hereby is, authorized and directed to fulfill the Corporation's obligations and to exercise the Corporation's rights under the Merger Agreement and to take all such action as such Authorized Officer shall deem necessary, appropriate or advisable to consummate the Merger and the Transaction on the terms hereby approved, including but not limited to the execution and delivery of the Merger Agreement and articles of merger between the Corporation and Target, and the plan of bank merger between the Bank and Target Subsidiary, together with any other agreement, certificate, instrument or other document required to be executed in connection with the consummation of the Merger and the Transaction contemplated thereby.

Appointment of Exchange Agent

WHEREAS, the Corporation is required to appoint an exchange agent (the "Exchange Agent") under the Merger Agreement hereinabove identified to facilitate the transactions contemplated by the Merger Agreement; and

WHEREAS, the Corporation desires to appoint its subsidiary, Bank of the Ozarks, to act in the capacity of Exchange Agent in connection with the Merger;

NOW, THEREFORE, BE IT RESOLVED, that Bank of the Ozarks is hereby appointed as Exchange Agent in connection with the Merger, such appointment to continue for such term as may be determined by the Corporation and the Bank;

FURTHER RESOLVED, that the Exchange Agent is authorized and directed to open and maintain such ledgers and other books and to keep such records as may be required or deemed advisable in the performance of its agency;

FURTHER RESOLVED, that the Corporation and the Exchange Agent are authorized to enter into an Exchange Agent Agreement in such form and bearing such terms and conditions as shall be agreed to between the Exchange Agent and the Corporation, to carry out the duties and responsibilities of the Exchange Agent as set forth in the Merger Agreement.

Registration Statement

WHEREAS, in connection with the execution of the Merger Agreement and the issuance of the Corporation's Common Stock (the "Common Stock") to the holders of capital stock of Target upon consummation of the Merger, the Corporation will be required to file a registration

statement (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") covering the Common Stock expected to be issued to the holders of Target capital stock in a public offering (the "Offering");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and authorizes the Authorized Officers, and each and any of them, to execute and file on behalf of the Corporation the Registration Statement on Form S-4 under the Securities Act of 1933, as amended (the "Act"), and any other federal and state securities registration statements or qualifications, as applicable, and such additional listing applications with any securities exchange or quotation system as any Authorized Officer deems necessary or advisable in connection with the Offering, and such Registration Statement shall register all shares of Common Stock to be issued in connection with the Merger.

FURTHER RESOLVED, that the Corporation's Chief Financial Officer be named in the Registration Statement filed under the Act, as the Corporation's "Agent for Service", and that the Agent for Service be and hereby is authorized and designated to act on behalf of the Corporation as its Agent for Service for the matters relating to such Registration Statement with the powers enumerated in the rules and regulations of the SEC under the Act.

FURTHER RESOLVED, that the Authorized Officers shall each be and hereby are authorized, empowered and directed to prepare or cause to be prepared, to execute in the name and on behalf of the Corporation and to cause to be filed with the SEC such amendments and supplements (including post-effective amendments and supplements) to the Registration Statement as are deemed necessary or advisable in order that the Registration Statement shall become and remain effective under the Act, in accordance with the requirements of the Purchase Agreement and the rules and regulations of the SEC under the Act.

FURTHER RESOLVED, that the Authorized Officers shall each be and hereby are authorized, empowered and directed to select and work with legal counsel, accountants, consultants, printers, transfer agents or other professionals, vendors or service providers as such Authorized Officer shall deem necessary and desirable in connection with the efficient and cost effective completion of the Offering, to enter into negotiations with such selected providers for such goods or services and to execute on behalf of the Corporation such agreements as such officer shall deem appropriate, necessary and in the best interests of the Corporation.

FURTHER RESOLVED, that the Authorized Officers shall each be and hereby are authorized, empowered and directed to do all such acts and things as may be necessary on the part of the Corporation to carry out the spirit and purpose of these resolutions to reflect the actions taken by these resolutions and to execute, acknowledge and file in the name and on behalf of the Corporation such instruments and documents as may be necessary or advisable, in order to carry out the purposes of these resolutions.

FURTHER RESOLVED, that in connection with the immediately preceding resolutions, the Board of Directors hereby adopts and makes a part of these resolutions as if fully recited herein any prescribed forms of resolutions or consents as may be required or specified by any of the states in the United States in connection with the registration or qualification therein of the

shares of Common Stock.

Issuance and Listing of Common Stock

RESOLVED, that, upon and after the effective date of the Merger, the Corporation shall issue and deliver from time to time a number of its authorized but unissued shares of Common Stock, and that, upon issuance, the foregoing shares of Common Stock shall, for all purposes, be deemed to be duly authorized, validly issued, fully paid and nonassessable, and that the Authorized Officers be, and each of them hereby is, authorized and directed to take all such action as may be necessary or appropriate to carry out the issuance and delivery of the certificates that represent such shares of Common Stock in cooperation with the Corporation's Transfer Agent;

FURTHER RESOLVED, that the listing of the common stock to be issued and delivered in connection with the Merger on the Nasdaq Global Market ("NASDAQ") be, and it hereby is, authorized and approved and that the Authorized Officers be, and each of them hereby is, authorized and directed to prepare or cause to be prepared, execute and file or cause to be filed with NASDAQ a listing of additional shares for the listing (upon official notice of issuance) of the Corporation's common stock to be issued or delivered in connection with the Merger; and that the Authorized Officers, be, and each of them hereby is, authorized and directed to prepare, execute and file with the NASDAQ the foregoing listing application and any and all amendments thereto that any such officer shall deem necessary or appropriate, and to take all such further action and to execute and deliver all such further documents in connection with the processing thereof and the listing of the common stock, as is necessary or appropriate in connection therewith.

Regulatory Filings

FURTHER RESOLVED, that, in order for the Corporation to comply with all applicable requirements of the Bank Holding Company Act of 1956, as amended, and the rules and regulations thereunder, including, but not limited to the rules, regulations, policies, instructions and orders of the Board of Governors of the Federal Reserve System (the "BHCA") and the Federal Deposit Insurance Corporation acting under the Federal Deposit Insurance Act and related laws and regulations (collectively, the "FDIA"), the Authorized Officers, be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take all such actions as such officer or officers shall deem necessary or appropriate in order to comply with the BHCA and the FDIA, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, with the assistance of counsel, as necessary, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all reports, statements, documents and information required to be filed by the Corporation pursuant to the BHCA and the FDIA;

FURTHER RESOLVED, that, in order for the Corporation to comply with all applicable rules, regulations, policies, instructions, orders and other requirements of any governing state banking regulatory authority in any state where the Corporation or its subsidiary Bank conduct the business of banking ("State Banking Law Requirements"), that the Authorized Officers, be,

and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take all such actions as such officer or officers shall deem necessary or appropriate in order to comply with State Banking Law Requirements, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, with the assistance of counsel, as necessary, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all reports, statements, documents and information required to be filed by the Corporation pursuant to State Banking Law Requirements;

General Authorizations

FURTHER RESOLVED, that, the Authorized Officers of the Corporation be, and each of them hereby is, authorized to take or cause to be taken, in the name and on behalf of the Corporation, all such further actions and to prepare, execute and deliver or cause to be prepared executed and delivered, in the name and on behalf of the Corporation, all such other agreements, documents and instruments in such form as is necessary to comply with the laws of the State of Arkansas, and to incur and pay all such fees and expenses (including, without limitation, fees and expenses of the Corporation's legal counsel, financial advisor and any other agents engaged in connection with the transactions contemplated herein) as such Authorized Officer shall deem necessary or appropriate in order to consummate the transactions contemplated by the Acquisition and related transactions contemplated by these resolutions and to carry out fully the purposes and intent of the foregoing resolutions; and

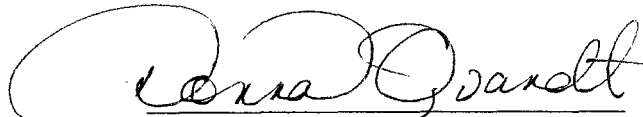
FURTHER RESOLVED, that all actions heretofore taken by any of the Authorized Officers of the Corporation in connection with the transactions contemplated by these resolutions be, and the same hereby are, approved, adopted, ratified and confirmed in all respects.

[End of Resolutions of the Board of Directors]

CERTIFICATE

I, Donna Quandt, Corporate Secretary of Bank of the Ozarks, Inc. and Bank of the Ozarks hereby certify the attached is a true and correct copy of the action approved by the Board of Directors of Bank of the Ozarks, Inc. and its subsidiary at the special board meeting held on October 4, 2012.

Dated: October 16, 2012



Donna Quandt, SVP and
Corporate Secretary



BANK OF THE OZARKS
Resolutions of the Board of Directors
October 4, 2012

Re: Acquisition of Genala Banc, Inc.

WHEREAS, Bank of the Ozarks, Inc., an Arkansas corporation (the "Corporation"), is considering entering into a definitive merger agreement with Genala Banc, Inc., an Alabama corporation ("Target"), (the "Merger Agreement"), pursuant to which Merger Agreement the Corporation would acquire Target in a merger transaction (the "Merger") in which Target would be merged with and into the Corporation, with the Corporation being the surviving entity in the Merger, and under which Merger Agreement (1) the Corporation would acquire all of the outstanding capital stock of Target in exchange for a combination of cash and registered Common Stock of the Corporation equal to a total acquisition consideration of \$27,337,200, subject to certain conditions and possible adjustments (the "Acquisition Consideration"), and (2) The Citizens Bank, a wholly owned subsidiary of Target (subject to certain directors' qualifying shares to be surrendered to Target in exchange for capital stock of Target prior to consummation of the Merger), would be merged with and into Bank of the Ozarks (the "Bank") (such transactions collectively referred to herein as the "Transaction");

WHEREAS, the Board of Directors of the Bank has had an opportunity to review and has reviewed and discussed the principal terms and conditions of the Merger Agreement as negotiated on behalf of the Corporation and the Bank by their duly authorized officers and as presented to the Board of Directors, and the Board of Directors has had an opportunity to ask questions regarding the Transaction; and

WHEREAS, the Board of Directors of the Bank, in the exercise of its business judgment and duties and based upon all the factors considered in connection with the approval of these resolutions and the presentations and advice of management to the Board of Directors in connection with the Transaction, has found and determined that it is advisable and in the best interests of the Bank and the Corporation, as the sole shareholder of the Bank, to consummate the Transaction in accordance with the principal terms and conditions of the Merger Agreement.

Merger Agreement

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Bank hereby approves the Transaction and such other related transactions contemplated by the Merger Agreement, in each case, on the terms and provisions set forth in the Merger Agreement in substantially the form negotiated by the officers of the Corporation and the Bank, with such changes therein, if any, prior to execution of the Merger Agreement as may be approved by any of the Authorized Officers (as defined below) and as they shall deem necessary, appropriate or advisable in the exercise of their best judgment in consultation with counsel to the Corporation and the Bank, their signatures on such Merger Agreement to constitute conclusive evidence of their approval;

FURTHER RESOLVED, that any one or more of the following officers of the Bank shall be deemed an authorized officer (each an "Authorized Officer" and collectively, "Authorized Officers") for the purposes of these resolutions:

George G. Gleason – Chairman and Chief Executive Officer
Mark Ross – Vice Chairman and Chief Operating Officer
Dennis James – Director of Mergers and Acquisitions
Greg McKinney – Chief Financial Officer and Chief Accounting Officer

FURTHER RESOLVED, that the Authorized Officers, and each or any of them be, and hereby is, authorized and directed to fulfill the Bank's obligations and to exercise the Bank's rights under the Merger Agreement and to take all such action as such Authorized Officer shall deem necessary, appropriate or advisable to consummate the Merger and the Transaction on the terms hereby approved, including but not limited to the execution and delivery of the plan of bank merger between the Bank and Target Subsidiary, together with any other agreement, certificate, instrument or other document required to be executed in connection with the consummation of the Merger and the Transaction contemplated thereby.

Appointment of Exchange Agent

WHEREAS, the Corporation is required to appoint an exchange agent (the "Exchange Agent") under the Merger Agreement hereinabove identified to facilitate the transactions contemplated by the Merger Agreement; and

WHEREAS, the Corporation desires to appoint the Bank to act in the capacity of Exchange Agent in connection with the Merger;

NOW, THEREFORE, BE IT RESOLVED, that Bank of the Ozarks hereby accepts the appointment by the Corporation as the Corporation's Exchange Agent in connection with the Merger, such appointment to continue for such term as may be determined by the Corporation and the Bank;

FURTHER RESOLVED, that the Bank acting as Exchange Agent is authorized to enter into an Exchange Agent Agreement in such form and bearing such terms and conditions as shall be agreed to between the Exchange Agent and the Corporation, to carry out the duties and responsibilities of the Exchange Agent as set forth in the Merger Agreement.

FURTHER RESOLVED, that the Authorized Officers shall each be and hereby are authorized, empowered and directed to do all such acts and things as may be necessary on the part of the Bank to carry out the spirit and purpose of these resolutions to reflect the actions taken by these resolutions and to execute, acknowledge and file in the name and on behalf of the Bank such instruments and documents as may be necessary or advisable, in order to carry out the purposes of these resolutions.

Regulatory Filings

FURTHER RESOLVED, that, in order for the Bank to comply with all requirements under applicable laws or regulations of any cognizant federal financial regulatory authority (“Applicable Federal Regulatory Requirements”), the Authorized Officers, be, and each of them hereby is, authorized and directed, in the name and on behalf of the Bank, to take all such actions as such officer or officers shall deem necessary or appropriate in order to comply with the Applicable Federal Regulatory Requirements, and each of them hereby is, authorized and directed, in the name and on behalf of the Bank, with the assistance of counsel, as necessary, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all reports, statements, documents and information required to be filed by the Bank pursuant to Applicable Federal Regulatory Requirements;

FURTHER RESOLVED, that, in order for the Bank to comply with all applicable rules, regulations, policies, instructions, orders and other requirements of any governing state banking regulatory authority in any state where the Bank conducts the business of banking (“State Banking Law Requirements”), that the Authorized Officers, be, and each of them hereby is, authorized and directed, in the name and on behalf of the Bank, to take all such actions as such officer or officers shall deem necessary or appropriate in order to comply with State Banking Law Requirements, and each of them hereby is, authorized and directed, in the name and on behalf of the Bank, with the assistance of counsel, as necessary, to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, all reports, statements, documents and information required to be filed by the Bank pursuant to State Banking Law Requirements;

General Authorizations

FURTHER RESOLVED, that, the Authorized Officers of the Bank be, and each of them hereby is, authorized to take or cause to be taken, in the name and on behalf of the Bank, all such further actions and to prepare, execute and deliver or cause to be prepared executed and delivered, in the name and on behalf of the Bank, all such other agreements, documents and instruments in such form as is necessary to comply with the laws of the State of Arkansas, and to incur and pay all such fees and expenses (including, without limitation, fees and expenses of the Bank’s legal counsel, financial advisor and any other agents engaged in connection with the transactions contemplated herein) as such Authorized Officer shall deem necessary or appropriate in order to consummate the transactions contemplated by the Acquisition and related transactions contemplated by these resolutions and to carry out fully the purposes and intent of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by any of the Authorized Officers of the Bank in connection with the transactions contemplated by these resolutions be, and the same hereby are, approved, adopted, ratified and confirmed in all respects.

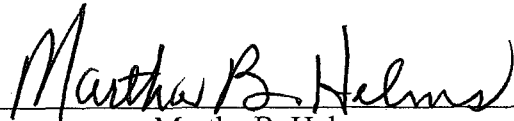
[End of Resolutions of the Board of Directors of Bank of the Ozarks]

GENALA BANC, INC.

SECRETARY'S CERTIFICATE

The undersigned, being the duly appointed, qualified and acting Secretary of Genala Banc, Inc., an Alabama corporation (the "Company"), hereby certifies that attached hereto as Exhibit A is a true and correct copy of resolutions of the board of directors of the Company duly adopted and approved at a meeting of the board of directors of the Company on October 3, 2012, and the resolutions contained therein have not been amended or rescinded in any manner and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this 19th day of October, 2012.



Martha B. Helms

Secretary of Genala Banc, Inc.

EXHIBIT A

Resolutions

WHEREAS, the Board of Directors of Genala Bancshares, Inc., an Alabama corporation ("Genala"), regularly discusses and reviews Genala's business, strategic direction, performance and prospects in the context of developments in the financial services industry and the competitive landscape in the markets in which Genala operates, including through business combinations with other financial institutions;

WHEREAS, senior management and the Board of Directors also have discussed at times various potential strategic alternatives involving possible business combinations that could complement and enhance the competitive strengths and strategic position of Genala;

WHEREAS, during 2011, Genala engaged Sheshunoff & Co. ("Sheshunoff"), to advise Genala and the Board of Directors on various strategic alternatives and prospects for Genala;

WHEREAS, during 2012, senior management and other representatives of Genala and senior management and other representatives of Bank of Ozarks, Inc., an Alabama corporation ("Ozarks"), engaged in certain preliminary discussions regarding the possibility of a strategic combination of Genala and Ozarks, which discussions were communicated to and approved by the Board of Directors;

WHEREAS, in light of the preliminary discussions among the senior management and other representatives of Ozarks and Genala, the parties determined to enter into a mutual confidentiality agreement and thereafter conducted certain additional discussions and meetings among senior management and other representatives;

WHEREAS, during the course of the preliminary discussions among senior management and other representatives of Ozarks and Genala determined to enter into a non-binding letter of interest dated July 31, 2012 (the "July LOI"), pursuant to which, and conditioned on various matters, including the completion of mutually satisfactory due diligence, Genala shareholders would receive aggregate consideration of \$28,579,800 in the form of 100% Ozarks common stock in exchange for their shares of Genala common stock, representing a per share price for Genala common stock of \$1,150;

WHEREAS, subsequent to the July LOI, senior management and other representatives of Genala continued discussions with senior management and other representatives of Ozarks regarding a possible business combination of the

EXHIBIT A

Resolutions

WHEREAS, the Board of Directors of Genala Bancshares, Inc., an Alabama corporation ("Genala"), regularly discusses and reviews Genala's business, strategic direction, performance and prospects in the context of developments in the financial services industry and the competitive landscape in the markets in which Genala operates, including through business combinations with other financial institutions;

WHEREAS, senior management and the Board of Directors also have discussed at times various potential strategic alternatives involving possible business combinations that could complement and enhance the competitive strengths and strategic position of Genala;

WHEREAS, during 2011, Genala engaged Sheshunoff & Co. ("Sheshunoff"), to advise Genala and the Board of Directors on various strategic alternatives and prospects for Genala;

WHEREAS, during 2012, senior management and other representatives of Genala and senior management and other representatives of Bank of Ozarks, Inc., an Alabama corporation ("Ozarks"), engaged in certain preliminary discussions regarding the possibility of a strategic combination of Genala and Ozarks, which discussions were communicated to and approved by the Board of Directors;

WHEREAS, in light of the preliminary discussions among the senior management and other representatives of Ozarks and Genala, the parties determined to enter into a mutual confidentiality agreement and thereafter conducted certain additional discussions and meetings among senior management and other representatives;

WHEREAS, during the course of the preliminary discussions among senior management and other representatives of Ozarks and Genala determined to enter into a non-binding letter of interest dated July 31, 2012 (the "July LOI"), pursuant to which, and conditioned on various matters, including the completion of mutually satisfactory due diligence, Genala shareholders would receive aggregate consideration of \$28,579,800 in the form of 100% Ozarks common stock in exchange for their shares of Genala common stock, representing a per share price for Genala common stock of \$1,150;

WHEREAS, subsequent to the July LOI, senior management and other representatives of Genala continued discussions with senior management and other representatives of Ozarks regarding a possible business combination of the

two companies, which discussions were communicated to and approved by the Board of Directors;

WHEREAS, in light of the ongoing discussions among senior management and continued due diligence, Ozarks proposed revisions to the transaction provided for in the July LOI, including a reduction in the aggregate consideration to be paid by Ozarks to \$27,337,200, representing a per share price for Genala common stock of \$1,100, and that such consideration would be comprised of 51% Ozarks common stock and 49% cash, which senior management of Genala agreed to;

WHEREAS, the Board of Directors of Genala has received an offer from Ozarks to acquire all of the outstanding capital stock of Genala pursuant to a proposed Agreement and Plan of Merger (the "Merger Agreement") to be executed by and between Ozarks and Genala, providing for the merger of Genala with and into Ozarks (the "Merger"), with each share of common stock of Genala (the "Genala Common Stock") issued and outstanding immediately prior to the Effective Time (as defined in the Merger Agreement) being converted into the right to receive \$1,100 in a combination of cash and shares of common stock ("Ozarks Common Stock"), of Ozarks, subject to adjustment as provided in the Merger Agreement;

WHEREAS, the Board of Directors of Genala has reviewed, considered and discussed in detail the proposed Merger and the Merger Agreement substantially in the form, with such changes as discussed with senior management and representatives of Genala on the date hereof, as proposed to be entered into by Genala with Ozarks; and

WHEREAS, having reviewed the Merger Agreement, and having received information regarding the proposed transaction at this meeting from Sheshunoff regarding the Merger, and specifically the opinion from Sheshunoff that the consideration to be paid in the Merger is fair to the shareholders of Genala from a financial point of view, and having discussed the future prospects of Genala and Ozarks, and the advantages of consummating the proposed transaction with Ozarks, the Board of Directors believes that it would be in the best interests of Genala and its shareholders that the Merger be consummated substantially in the manner as presented to the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED, that considering the presentations of financial advisors and other consultants and its own deliberations, the Board of Directors of Genala hereby finds that the Merger, the Merger Agreement and the transactions contemplated therein are advisable and in the best interest of Genala and its shareholders and that the terms and conditions of the Merger and the Merger Agreement are fair to the shareholders of Genala;

RESOLVED FURTHER, by the Board of Directors of Genala, that the Merger Agreement by and between Genala and Ozarks providing for the Merger be, and such Merger Agreement hereby is, ratified, confirmed, approved and adopted in all respects as of the date of such Merger Agreement;

RESOLVED FURTHER, pursuant to Section 10A-2-11.03 of the Alabama Business Corporation Act, that the Merger and the business combination and the other transactions contemplated in the Merger Agreement be, and they hereby are, approved;

RESOLVED FURTHER, that the officers of Genala be, and they hereby are, authorized and empowered to approve the form and terms of the Merger Agreement and any agreement incidental thereto or contemplated thereby, which Merger Agreement shall provide for the Merger on such terms and conditions as the officers of Genala may approve, the approval of the form and terms of the Merger Agreement and any agreement incidental thereto or contemplated thereby by such officers to be conclusively evidenced by their execution and delivery thereof, and that the Merger Agreement and the transactions contemplated thereby, in such form and on such terms as approved by the officers of Genala be, and they hereby are, ratified, confirmed, approved and adopted;

RESOLVED FURTHER, by the Board of Directors of Genala, the merger of The Citizens Bank ("Citizens") with and into Bank of the Ozarks (the "Bank Merger"), as contemplated by the Merger Agreement, is hereby approved by Genala in its capacity as sole shareholder of Citizens, and, further, that Roy G. Dowdy, Jr. and Martha B. Helms are designated as proxies of Genala in order to vote the shares of Citizens held by Genala in favor of the Bank Merger and the appropriate officers of Genala be, and they hereby are, authorized and directed to take any and all actions, and to file any and all necessary applications with appropriate regulatory agencies to obtain approval of the Bank Merger;

RESOLVED FURTHER, that the Chairman of the Board, the President, any Executive Vice President or any Senior Vice President of Genala and the Secretary or any Assistant Secretary of Genala be, and they hereby are, authorized and directed to execute, and, in the case of the Secretary or any Assistant Secretary, to attest the execution of and affix the seal of Genala to, and deliver the Merger Agreement and any agreement incidental thereto or contemplated thereby in the name of and on behalf of Genala;

RESOLVED FURTHER, that the Chairman of the Board, the President or any Vice President (however denominated) of Genala, and each of them, be and hereby are authorized, empowered and directed, for and on behalf of Genala, to change, amend, modify and delete or add to the agreements, documents or instruments contemplated by these resolutions, all as any such officer in his or her discretion may deem necessary or advisable and such changes, amendments, modifications, deletions and additions shall be conclusive evidence that any changes therein are authorized by the Board of Directors of Genala;

RESOLVED FURTHER, that the appropriate officers of Genala be, and they hereby are, authorized and directed to file any and all necessary applications and other documents with the appropriate regulatory agencies in order to obtain approval of the Merger and the transactions contemplated in connection therewith;

RESOLVED FURTHER, that the actions of Genala in retaining Sheshunoff, an independent investment banking firm, on behalf of Genala to assist the Board of Directors in their review and consideration of the Merger and the Merger Agreement, and to advise the Board of Directors as to the fairness of the terms of the proposal to the shareholders of Genala be, and they hereby are, ratified, confirmed, approved and adopted;

RESOLVED FURTHER, that the officers of Genala be, and each of them is hereby, authorized to pay all fees incurred by Genala in connection with the Merger, the Merger Agreement and the transactions contemplated therein, including without limitation, all filing fees, printing expenses, fees and expenses of legal counsel and independent auditors, proxy solicitors and financial advisers, and to make all payments as they or any one of them in their discretion deem necessary or appropriate, such payment to be conclusive evidence of such determination;

RESOLVED FURTHER, that the Board of Directors hereby calls a special meeting of the shareholders of Genala on such date as the Chairman of the Board, after consultation with counsel for Genala, shall determine in accordance with the bylaws of Genala and applicable law, such meeting to be held for the purpose of approving the Merger Agreement and the Merger and to consider and act upon such matters as may properly come before such meeting;

RESOLVED FURTHER, that the Chairman of the Board is hereby authorized to select and establish a record date for determining those shareholders of Genala entitled to notice and to vote at such special meeting and at any adjournment thereof;

RESOLVED FURTHER, that Roy G. Dowdy, Jr. and Martha B. Helms are hereby designated as the proxies to be named in the proxies to be solicited by the Board of Directors in connection with the special meeting of the shareholders of Genala;

RESOLVED FURTHER, that the Secretary of Genala is hereby authorized and directed to give notice of such special meeting to the shareholders of Genala, as prescribed by the bylaws of Genala and applicable law;

RESOLVED FURTHER, that the Secretary of Genala is hereby authorized and directed to prepare and maintain a list of shareholders entitled to vote at the meeting and at any adjournment thereof as required by the bylaws of Genala and applicable law;

RESOLVED FURTHER, that the Secretary and other appropriate officers of Genala are hereby authorized and directed to take such additional actions and to execute such additional documents as may be necessary or appropriate to the calling or conduct of such special meeting;

RESOLVED FURTHER, that the Chairman of the Board, the President or any Vice President (however denominated) and the Secretary or any Assistant Secretary of Genala be, and they hereby are, authorized to prepare or cause to be prepared and to file or cause to be filed on behalf of Genala with the Securities and Exchange Commission (the "SEC") any and all documentation necessary to comply with the requirements of the SEC for solicitation of the shareholders of Genala pursuant to a Prospectus/Proxy Statement to be contained in one or more Registration Statements (the "Registration Statements") to be filed by Ozarks with the SEC with respect to the proposed Merger and to provide to the SEC any necessary signatures, supplements, certificates, exhibits, documents, letters and other instruments relating thereto as such officers or any of them may consider necessary, convenient or advisable, as evidenced by the filing thereof;

RESOLVED FURTHER, that in connection with the special meeting of shareholders of Genala, the Chairman of the Board, the President or any Vice President (however denominated) and the Secretary or any Assistant Secretary of Genala be, and they hereby are, authorized and directed to distribute or cause to be distributed to the shareholders of Genala the Prospectus/Proxy Statement with respect to the proposed Merger and related transactions for use in connection with the solicitation of proxies for such special meeting;

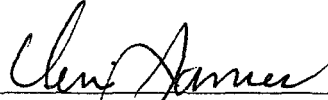
RESOLVED FURTHER, that the Board of Directors hereby recommends the Merger Agreement and the Merger to the shareholders of Genala and that such shareholders vote in favor of the Merger Agreement and the Merger;

RESOLVED FURTHER, that the Merger Agreement and the Merger be submitted to the shareholders of Genala entitled to vote thereon for approval; and

RESOLVED FURTHER, that the appropriate officers of Genala be, and they hereby are, authorized and directed to do any and all other or further things and to execute any and all other or further documents and agreements, all on behalf of Genala, as they, acting in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions; and all acts and deeds previously performed by the officers of or counsel to Genala prior to or on the date of these resolutions that are within the authority confirmed hereby are hereby ratified, confirmed, approved and adopted as the authorized acts and deeds of Genala.

CERTIFICATION

I, Dennis James, Director of Mergers & Acquisitions of Bank of the Ozarks, Inc. hereby certify that Bank of the Ozarks, Inc. meets the requirements for expedited processing under §225.14(c) of Regulation Y with regard to its' proposed acquisition of Genala Banc, Inc.



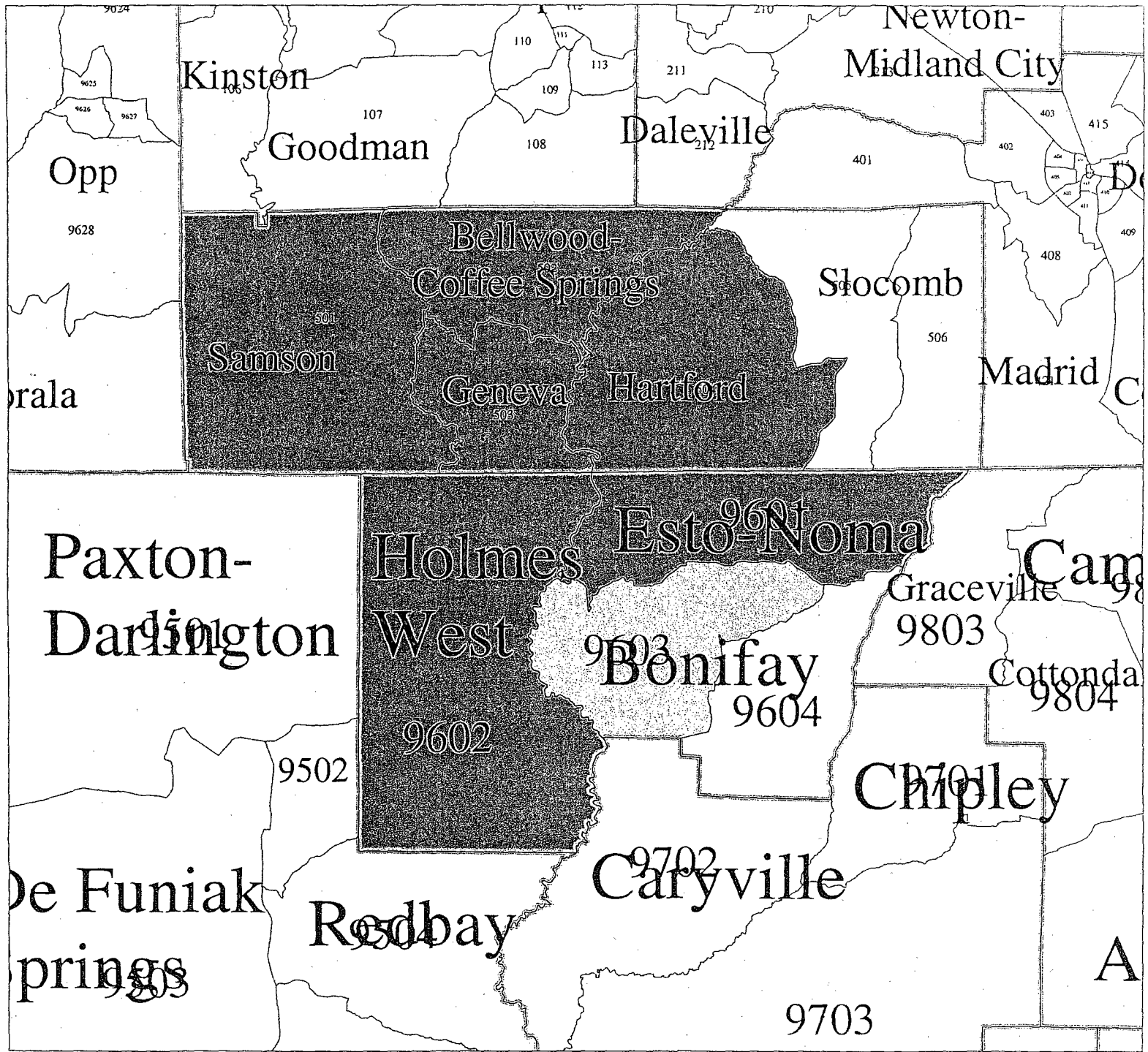
Dennis James
Director of Mergers & Acquisitions

October 18, 2012

Date

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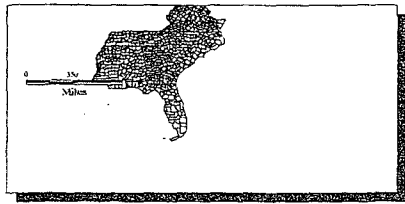
Census Tract Income



- County Boundaries
- MSA Boundaries
- Town Boundary
- Census Tract Boundary
- Zip Boundary
- Block Group Boundary

Census Tract Income Level as a % of MSA Median

- 0.01 < 50% (0)
- 50% < 80% (1)
- 80% < 120% (6)
- >= 120% (0)



**Notice of Notification for
Acquisition of Genala Banc, Inc. by
Bank of the Ozarks, Inc.**

Bank of the Ozarks, Inc., 17901 Chenal Parkway, P.O. Box 8811, Little Rock, Pulaski County, Arkansas 72223, intends to apply to the Federal Reserve Board for permission to acquire Genala Banc, Inc., 515 South Commerce Street, Geneva, Geneva County, Alabama, 36340. We intend to acquire control of Citizens Bank, 515 South Commerce Street, Geneva, Geneva County, Alabama 36340. The Federal Reserve System considers a number of factors in deciding whether to approve the notification, including the record of performance of banks we own in helping to meet local credit needs.

You are invited to submit comments in writing on this notification to the Federal Reserve Bank of St. Louis, P.O. Box 442, St Louis, Missouri 63166. The comment period will not end before Friday, November 23, 2012 and may be somewhat longer. The Board's procedures for processing notifications may be found at 12 C.F.R. Part 262. Procedures for processing protested notifications may be found at 12 C.F.R. 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the application, contact the Community Development Officer at the Federal Reserve Bank of St. Louis, Yvonne S. Sparks, (314) 444-8650. The Federal Reserve System will consider your comments and any request for a public meeting or formal hearing on the notification if they are received by the Reserve Bank on or before the last date of the comment period.