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GREENVILLE FIRST BANCSHARES INC  
Form 10KSB/A  
March 31, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-KSB/A

Annual Report Pursuant To Section 13 Or 15(d) of The Securities Exchange Act Of 1934 For The Fiscal Year December 31, 2002.

Or

Transition Report Pursuant To Section 13 Or 15 (D) Of The Securities Exchange Act Of 1934  
For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-83851

Greenville First Bancshares, Inc.

-----  
(Exact name of registrant as specified in its charter)

South Carolina

58-2459561

-----  
(State of Incorporation)

-----  
(I.R.S. Employer Identification No.)

112 Haywood Road  
Greenville , S.C.

29607

-----  
(Address of principal executive offices)

-----  
(Zip Code)

864-679-9000

-----  
(Telephone Number)

Not Applicable

-----  
(Former name, former address  
and former fiscal year,  
if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: None  
Securities registered pursuant to Section 12(g) of the Act: Common Stock

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for past 90 days.

Yes    X                      No  
-----                      -----

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.   

The issuer's revenue for its most recent fiscal year was \$8,673,081. As of March 20, 2002, 1,150,000 shares of Common Stock were issued and outstanding.

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The estimated aggregate market value of the Common Stock held by non-affiliates (shareholders holding less than 5% of an outstanding class of stock, excluding directors and executive officers) of the Company on March 20, 2002 is \$11,265,450. This calculation is based upon an estimate of the fair market value of the Common Stock of \$14.00 per share, which was the price of the last trade of which management is aware prior to this date.

Transitional Small Business Disclosure Format. (Check one): Yes \_\_\_\_\_ No  X  
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DOCUMENTS INCORPORATED BY REFERENCE  
Company's Proxy Statement for the 2002 Annual Meeting of Shareholders Part III

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GREENVILLE FIRST BANCSHARES, INC..

Date: March 28, 2003 By: /s/ R. Arthur Seaver, Jr.  
-----  
President and Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

| Signature                          | Title   | Date |
|------------------------------------|---|------|
| *<br>-----<br>James M. Austin, III | Chief Financial Officer,<br>Principal Financial and<br>Accounting Officer |      |
| *<br>-----<br>Andrew B. Cajka      | Director  |      |
| *<br>-----<br>Mark A. Cothran      | Director  |      |
| *<br>-----<br>Leighton M. Cabbage  | Director  |      |
| *<br>-----                         |   |      |

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David G. Ellison Director

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Anne S. Ellefson Director

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Tecumseh Hooper, Jr. Director

\*

-----  
Rudolph G. Johnstone, III, M.D. Director

\*

-----  
Keith J. Marrero Director

\*

-----  
James B. Orders, III Director, Chairman

\*

-----  
William B. Sturgis Director

/s/ R. Arthur Seaver, Jr.  
-----

R. Arthur Seaver, Jr. Director, Chief Executive Officer and President (principal executive officer) March 28, 2003

\*

-----  
Fred Gilmer, Jr. Director, Senior Vice-President

/s/ R. Arthur Seaver, Jr. March 28, 2003  
-----

R. Arthur Seaver, Jr.  
As Attorney - In - Fact

CEO Certification

I, R. Arthur Seaver, Jr., certify that:

1. I have reviewed this annual report on Form 10-KSB of Greenville First

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Bancshares, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 26, 2003

By: /s/ R. Arthur Seaver, Jr.

-----  
R. Arthur Seaver, Jr.  
President and Chief Executive Officer

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## CFO Certification

I, James M. Austin, III, certify that:

1. I have reviewed this annual report on Form 10-QSB of Greenville First Bancshares, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 26, 2003

By: /s/ James M. Austin, III

-----  
James M. Austin, III

## EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 3.1.           | Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form SB-2, File No. 333-83851).  |
| 3.2.           | Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form SB-2, File No. 333-83851).   |
| 4.1.           | See Exhibits 3.1 and 3.2 for provisions in Greenville First Bancshares's Articles of Incorporation and Bylaws defining the rights of holders of the common stock (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form SB-2, File No. 333-83851). |
| 4.2.           | Form of certificate of common stock (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form SB-2, File No. 333-83851).  |
| 10.1.          | Employment Agreement dated July 27, 1999 between Greenville First Bancshares and Art Seaver (incorporated by reference to Exhibit 10.1 of the Registration Statement on Form SB-2, File No. 333-83851).   |
| 10.2.          | Lease Agreement between Greenville First Bank and Halton Properties, LLC, formerly Cothran Properties, LLC (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).  |
| 10.3           | Data Processing Services Agreement dated June 28, 1999 between Greenville First Bancshares and the Intercept Group (incorporated by reference to Exhibit 10.3 of the Registration Statement on Form SB-2, File No. 333-83851).  |
| 10.4           | Form of Stock Warrant Agreement (incorporated by reference to Exhibit 10.4 of the Registration Statement on Form SB-2, File No. 333-83851).   |
| 10.5           | Promissory Note dated February 22, 1999 from Greenville First Bancshares, Inc. in favor of John J. Meindl, Jr. (incorporated by reference to Exhibit 10.5 of the Registration Statement on Form SB-2, File No. 333-83851).  |
| 10.6           | Standard Form of Agreement between Greenville First Bancshares, Inc. and AMI Architects (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).   |
| 21.1.          | Subsidiaries of the Company (incorporated to Exhibit 21.1 to the Company's Form 10-KSB for the period ended December 31, 2002).   |
| 24             | Power of Attorney (incorporated to Exhibit 24 to the Company's Form 10-KSB for the period ended December 31, 2002).   |

