

FIRST NATIONAL BANCORP, INC.

A BANK HOLDING COMPANY FOR



PROXY STATEMENT ANNUAL MEETING OF SHAREHOLDERS OF FIRST NATIONAL BANCORP, INC.

April 10, 2008

FIRST NATIONAL BANCORP, INC., a Michigan bank holding company is submitting this Proxy Statement to its shareholders (the “*Shareholders*”) in connection with the solicitation of proxies by the Board of Directors of First National Bancorp, Inc. (the “*Board*”) for use at the 2008 Annual Meeting of Shareholders to be held at the offices of First National Bank of Michigan at 348 West Michigan Avenue, Kalamazoo, Michigan, at 4:30 p.m., eastern standard time, on April 10, 2008, and at any adjournments or postponements thereof (the “*Annual Meeting*”).

As indicated in the accompanying letter to the Shareholders and Notice of the Annual Meeting, the Shareholders will be asked to consider and vote upon the following proposals (collectively, the “*Proposals*”):

1. Election of Clarence J. Batts, Eric V. Brown, Jr., James J. DeKruyter, James S. Gunderson, David L. Holmes, Benjamin T. Ipema, Larry D. Lueth, Sondra K. Phillips, John M. Schreuder, Michael N. Seelye, Daniel R. Smith and Joshua T. Weiner as the members of the First National Bancorp, Inc. Board of Directors for one year until their successors are elected and qualified or upon their earlier resignation or removal;
2. To ratify the appointment of Plante & Moran, LLP, Certified Public Accountants, as independent public accountants for First National Bancorp, Inc.; and
3. To transact such other business as may properly become before the meeting or any adjournments thereof.

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The foregoing introductory information concerning the Proposals provides only a very brief overview. While this overview may be useful to you as you review the more detailed information in the remainder of this Proxy Statement, you should not rely exclusively upon this overview. Instead, you should carefully review this entire Proxy Statement and the attached Annex.

GENERAL INFORMATION

Attending in person

Only the Shareholders, their proxy holders, and First National Bancorp, Inc. guests may attend the Annual Meeting.

Who may vote

The Shareholders of First National Bancorp, Inc., as recorded in our stock register on March 7, 2008 (the “**Record Date**”), may vote at the Annual Meeting. As of both the Record Date and the date of this Proxy Statement, First National Bancorp, Inc. had 1,800,000 issued and outstanding shares. Each such share is entitled to one vote on each of the matters presented for shareholder action at the Annual Meeting.

How to vote

You may either vote in person at the Annual Meeting or by proxy. We recommend you vote by proxy even if you plan to attend the Annual Meeting. You can always change your vote at the Annual Meeting.

How proxies work

Your proxy covers all shares registered in your name. By properly executing and returning your proxy, your shares will be voted at the Annual Meeting according to your instructions unless you revoke the proxy prior to or at the Annual Meeting. You may vote for all, some, or none of the director candidates and you may vote for, against or abstain from voting on the other proposals.

If you return your proxy without voting instructions, your shares will be voted FOR the election of the director nominees. If you return a properly executed proxy, the persons named as proxy holders will have discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting.

To ensure your proxy is received prior to the Annual Meeting, please return it no later than April 4, 2008. If your proxy is not received prior to the Annual Meeting, your shares will not be voted at the Annual Meeting unless they are voted in person at the Annual Meeting.

Revoking a proxy

The grant of a proxy on the enclosed form of proxy does not preclude you from voting in person or otherwise revoking a proxy. Attendance at the Annual Meeting will not, in and of itself, constitute revocation of a proxy. You may revoke your proxy before it is voted by:

- submitting a new proxy with a later date;
- notifying First National Bancorp, Inc.'s Secretary in writing before the Annual Meeting; or
- voting in person at the Annual Meeting.

Quorum

In order to carry on the business of the Annual Meeting, we must have a quorum. This means at least a majority of the outstanding shares of First National Bancorp, Inc. eligible to vote at the Annual Meeting must be represented at the Annual Meeting by proxy or in person.

Votes needed

The 12 director candidates who receive the most votes will be elected to fill the 12 seats on the Board. Approval of the other proposal requires the favorable vote of a majority of the votes cast. Only votes for or against a proposal count. Abstentions count for quorum purposes but not for voting purposes.

As of the date of this Proxy Statement, directors and officers of First National Bancorp, Inc. and their affiliates were not the beneficial owners of greater than a majority of the outstanding shares.

BUSINESS

First National Bancorp, Inc. is a Michigan bank holding company that was incorporated on July 7, 2005 to organize and serve as the holding company for First National Bank of Michigan (the "**Bank**"), a national bank located at 348 West Michigan Avenue, Kalamazoo, Michigan 49007. First National Bancorp, Inc. received approval from the Federal Reserve Board to become a bank holding company and acquired all of the stock of the Bank. The Bank received regulatory approval to open from the Office of the Comptroller of the Currency and for deposit insurance with the Federal Deposit Insurance Corporation. The Bank focuses on the local community, emphasizing personal service to individuals and businesses in Kalamazoo County, Michigan.

The Bank offers convenient service, local decision-making and competitively priced deposit and loan products in its primary service area. By focusing its operations on the communities it serves, the Bank should be able to respond to changes in the market more quickly than large non-local institutions.

PROPOSAL 1 - ELECTION OF DIRECTORS

First National Bancorp, Inc.'s Board of Directors currently consists of 12 members who serve one-year terms. Therefore, all 12 seats are reelected each year. The 12 director nominees listed below, all of whom are current directors of First National Bancorp, Inc., were nominated by the Board to fill the 12 Board seats for the upcoming year. Biographical information on each of the nominees is given below. All director nominees have indicated their willingness to serve on the Board if elected. If, prior to the Annual Meeting, a director nominee determines that he or she will be unable to serve on the Board for the upcoming year, your proxy authorizes the proxy holders to vote your shares for a replacement nominee if one is selected.

CLARENCE J. BATTS. Mr. Batts, a certified public accountant, is Controller and Manager of Tax and Special Services for AZO Services, Inc., a management and accounting firm based in Kalamazoo, Michigan. AZO Services, Inc. leases employees and provides executive management for the Balkema group of companies. The Balkema group of companies are involved in the real estate development and construction, aggregate production and sales, and waste disposal industries in Michigan and Indiana. In his position at AZO, Mr. Batts directs and manages the extensive investment portfolio, tax compliance, including audits and litigation, employee benefits, and risk management. For AZO, he has developed and administered the self-funded Workmen's Compensation program in Indiana and Michigan, a property and casualty captive insurance company and an environmental captive insurance company. Mr. Batts served on the Business Development Board of Irwin Bank and Trust Company in Kalamazoo from February 2004 to September 2005. Previously, Mr. Batts served as president of the Board of the United Construction Workers Insurance Fund, a Taft-Hartley trust providing health insurance benefits to over 500 employees and their families for several west Michigan construction firms. Mr. Batts has worked for AZO or its affiliates since 1976, and prior thereto was with Beene, Garter & Orchard, CPA's from 1971 to 1976. Mr. Batts served a term on the Board of Junior Achievement of Southwest Michigan, and is currently on the Elder Board of the Calvary Reformed Church in Kalamazoo, Michigan.

ERIC V. BROWN, JR. Mr. Brown is a principal in the law firm of Miller Canfield Paddock and Stone, PLC. Mr. Brown is a broad-based business counselor whose practice focuses on mergers and acquisitions, business combinations, joint ventures, corporate governance, and corporate finance. He has served as an advisor and counselor in a substantial number of business transactions for both private and public companies as well as the organization of the Bank, First National Bancorp, Inc. and a venture capital firm. He served on the boards of two other banks and bank holding companies in Michigan for a period in excess of 20 years. He has been active in the Business Law Section of the American Bar Association for the last 10 years, including participation as a regular member of the Negotiated Acquisitions Committee. As such, he is on the editorial board of a task force which published a Model Stock Purchase Agreement, with commentary, in 1995, and published a Model Asset Purchase Agreement, with commentary, in 2000. He has also been active with a task force which has published a Model Joint Venture Agreement. He is listed in the Corporate, Mergers & Acquisitions, and Securities Law Sections of the 2003-04, 2005-06 and 2006-07 editions of The Best Lawyers in America.

JAMES J. DEKRUUYTER. Now retired, Mr. DeKruyter founded Michigan Disposal Service Corporation in Kalamazoo, Michigan, which he operated until it was sold in 1993. His widespread knowledge of the Kalamazoo market and substantial business contacts will provide an active source of business for the Bank. He has served many volunteer organizations in Kalamazoo, including the Kalamazoo YMCA and the national board of Youth for Christ. Mr. DeKruyter also served as director of Michigan National Bank - Kalamazoo.

JAMES S. GUNDERSON. Mr. Gunderson was the Founder and President of Engineered Packaging Systems (sold to Alco Standard in 1996). Currently, he serves on the Board of Bronson Healthcare Group (past Chairman) in Kalamazoo, Michigan. Mr. Gunderson has served numerous community organizations, including Kalamazoo County Chamber of Commerce (past Chairman) and the Kalamazoo County Chamber Foundation. Mr. Gunderson's business experience and knowledge of the Kalamazoo business environment will be valuable resources for the Bank.

DAVID L. HOLMES. Mr. Holmes is a Principal and General Counsel of Phoenix Properties, L.L.C., a real estate management and development firm with approximately 65 employees headquartered in Kalamazoo, Michigan. Prior to 1995, Mr. Holmes was in private practice as a Partner in the Kalamazoo, Michigan office of Howard & Howard Attorneys, P.C. Through these professional endeavors, Mr. Holmes has gained valuable expertise that will be of benefit to the Bank and the community it will serve. Mr. Holmes has also been an active community volunteer, including having served as President of the LIFT Foundation, a non-profit corporation providing housing to low income families, and as Chairperson of the United Way Pacesetter Campaign; he is currently a member of the Finance Council at St. Catherine of Siena Parish.

BENJAMIN T. IPEMA. Mr. Ipema is an owner and officer of Secant Technologies, Inc., which provides information technology hardware and software to diverse industries; and President of QuikWall, a subsidiary of Job Management, which provides convention exhibit design and construction services. Mr. Ipema's diverse experience will provide a unique and valuable resource for the Bank. Mr. Ipema has served many charitable and civic organizations in Kalamazoo, including Young Life Kalamazoo, Southern Heights Church Council, Kalamazoo Christian Schools and various organizations dedicated to education, poverty and housing.

LARRY D. LUETH. Until December 2005, Mr. Lueth served as Regional President for the Kalamazoo Region for National City Bank. He also was the Manager of Corporate Banking for Southwest Michigan. Prior to that Mr. Lueth served as Senior Vice President, Manager of Corporate Banking for Southwest Michigan for National City Bank and he held the same title for First of America Bank Corporation in Kalamazoo until it merged with National City Corporation in 1998. Mr. Lueth had worked his entire working career for First of America Bank. Mr. Lueth has served on many civic organizations in the Kalamazoo region.

SONDRA K. PHILLIPS. Sondra K. Phillips is the sole owner of SKP Design, a firm she founded 10 years ago. SKP Design specializes in commercial interior design. Sondra graduated from the University of Michigan in 1989. Prior to starting SKP Design, Sondra held positions with Tilton & Lewis in Chicago, Eckert-Wordell Architects in Kalamazoo and First of America Bank in Kalamazoo. Community activities include serving on the board of the Kalamazoo

Symphony Orchestra, the Advisory Board to the Interior Design program at Western Michigan University, the committee for Downtown Development Authority Grant Review and formerly as a member of the Kalamazoo County Regional Chamber of Commerce board where she was co-chair of the Chamber's Centennial Committee. Sondra was recognized in the Business Review's Leaders Under 40 in 2006 and has taught as an Adjunct Professor at WMU. Sondra's passion for marketing, her small business perspective and community connections as a lifelong resident make her an asset to First National Bank of Michigan Board.

JOHN M. SCHREUDER. Until January 2005, Mr. Schreuder served as the President of the Mid Michigan and Southwest Michigan Regions for National City Bank. He also served as President of First of America Bank - Michigan, N.A. from 1990 to 1998. His extensive banking experience demonstrates his considerable qualifications to serve as Chairman & CEO of the Bank. Mr. Schreuder has served many civic organizations, including the Kalamazoo United Way, Western Michigan University Foundation, Michigan Bankers Association and the Gilmore Keyboard Festival, headquartered in Kalamazoo, Michigan

MICHAEL N. SEELYE. Mr. Mike Seelye is President and sole owner of Don Seelye Ford, Inc., Seelye-Wright KIA West Main and VP and partner in several other regional automotive dealerships. His day to day activities involve managing real estate operations including commercial, residential home building and several local residential developments. Mike has served and chaired the American Heart Association Board, Kalamazoo Symphony Board, American Cancer Board Chair, Big Brothers/Sisters Chair and Capital Campaign Co-Chair, United Way Board and Campaign Chair as well as many other charitable organizations in the Kalamazoo Community.

DANIEL R. SMITH. Mr. Smith was the Chairman and Chief Executive Officer of First of America Bank Corporation, headquartered in Kalamazoo, Michigan from 1985 to 1996, prior to its acquisition by National City Corporation. He is a Past Chairman of American Bankers Association and the Michigan Bankers Association. He also served as a member of the Board of Directors of the Federal Reserve Bank of Chicago, Detroit Branch. Mr. Smith's 40 years of banking experience will be an invaluable resource to the Bank with regard to loan and deposit generation, public relations and operational activities. Mr. Smith has served numerous charitable and civic organizations in Kalamazoo.

JOSHUA T. WEINER. Mr. Weiner is the Chief Executive Officer of the Meyer C. Weiner Company, a real estate and development firm headquartered in Portage, Michigan. Mr. Weiner has developed a considerable amount of business experience and knowledge of many industries through his work at the Meyer C. Weiner Company that will serve as an extremely valuable resource for the Bank, as will his substantial knowledge of the Kalamazoo market. Mr. Weiner has extensive experience in the banking industry through his work on various regional and development boards for National City Bank and Irwin Union Bank and Trust Company. Mr. Weiner has served numerous charitable and civic causes including the Kalamazoo Regional Chamber of Commerce, the Western Michigan University Foundation, the United Way, the Southwest Michigan Jewish Federation and the Kalamazoo Civic.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS
VOTE "FOR" THE ELECTION OF THE NOMINEES.**

PROPOSAL 2 – RATIFICATION OF PLANTE & MORAN, LLP
AS INDEPENDENT PUBLIC ACCOUNTANTS

At its meeting on _____, 2008, the Board of Directors of First National Bancorp, Inc. appointed Plante & Moran, LLP, Certified Public Accountants, as independent public accountants for the holding company for the upcoming year.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS
VOTE “FOR” THE RATIFICATION OF PLANTE & MORAN, LLP
AS INDEPENDENT PUBLIC ACCOUNTANTS.**

OTHER MATTERS

The Shareholders of First National Bancorp, Inc. will also consider and vote upon such other matters as may properly be brought before the Annual Meeting or any adjournments or postponements thereof. We do not have any knowledge of any other matters to be presented at the Annual Meeting.

BENEFICIAL* STOCK OWNERSHIP

The following table sets forth information as of March 7, 2008 regarding each person (including any group as that term is defined in Section 13(d)(3) of the Securities Exchange Act of 1934) who was known to be the beneficial (the right to vote shares) owner of more than 5% of First National Bancorp, Inc.'s common stock as of that date, each of the directors (including each nominee for election as a director), each of our executive officers, and all directors and executive officers as a group.

<u>Name of Beneficial Owner</u>	<u>Common Stock</u>	<u>Rights to Acquire⁽¹⁾</u>	<u>Restricted Stock</u>	<u>Approximate Percent of Common Stock⁽²⁾</u>
AZO Services, Inc.	111,050	0	0	6.17
Clarence J. Batts	5,200	0	0	0.29
Eric V. Brown, Jr.	20,000	0	0	1.11
James J. DeKruyter	66,050	0	0	3.67
James S. Gunderson	30,000	0	0	1.67
David L. Holmes	20,000	0	0	1.11
Benjamin T. Ipema	30,000	0	0	1.67
Larry D. Lueth	10,000	15,000	0	0.56
Sondra K. Phillips	500	0	0	0.03
John M. Schreuder	40,000	35,000	0	2.22
Michael N. Seelye	25,000	0	0	1.39
Daniel R. Smith	30,000	0	0	1.67
Joshua T. Weiner	100,000	0	0	5.56
Michael F. Dimond	5,000	7,500	0	0.28

* "Beneficial" for the purposes of this table means the right to vote shares of First National Bancorp, Inc.

⁽¹⁾ The numbers in the "Rights to Acquire" column represent the shares that may be acquired by exercise of stock options granted under the First National Bancorp, Inc. 2006 Stock Option and Restricted Stock Plan. These numbers are not reflected in the "Approximate Percent of Common Stock" column.

⁽²⁾ Based on 1,800,000 shares issued and outstanding as of March 7, 2008.

EXECUTIVE OFFICERS

First National Bancorp, Inc.'s current executive officers are as follows:

Name	Position with First National Bancorp, Inc.	Officer Since
John M. Schreuder	Chairman/CEO and President	March 23, 2006
Larry D. Lueth	Vice President	March 23, 2006
Michael F. Dimond	Secretary	April 12, 2007
Michael F. Dimond	Treasurer/CFO	March 23, 2006

FINANCIAL INFORMATION

The Profit and Loss Statement of First National Bancorp, Inc. for fiscal year 2006 and the Balance Sheet as of December 31, 2007 is attached hereto in Annex A.

MISCELLANEOUS

Solicitation of Proxies

First National Bancorp, Inc. will bear the cost of the solicitation of proxies from Shareholders, including the cost of printing and mailing this Proxy Statement and the accompanying materials. In addition to solicitation by mail, proxies may be solicited in person, or by telephone, facsimile or otherwise in writing or electronic transmission, by directors, officers and regular employees of First National Bancorp, Inc. (none of whom will be paid any additional compensation for such services).

Interests of Certain Persons in the Proposals

You should note that that certain directors and members of management may have certain interests in the Proposals in addition to their interests as Shareholders of First National Bancorp, Inc. The Board was aware of any such interests and considered them, among other matters, in approving the Proposals and in recommending Shareholder approval of the Proposals.

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ANNEX A

**FIRST NATIONAL BANCORP, INC.
2007 AUDITED FINANCIAL STATEMENTS**