

ARTICLES OF INCORPORATION
OF
FIRST AMERICAN BANCSHARES, INC.

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

The undersigned, acting as incorporator of a corporation formed under and pursuant to the laws of the State of Alabama, does hereby certify as follows:

FIRST: Name. The name of the corporation is:

FIRST AMERICAN BANCSHARES, INC.

SECOND: Duration. The period of its duration is perpetual.

THIRD: Purpose. The purpose or purposes for which the corporation is organized are:

(a) To purchase, own and hold the stock of other corporations and associations, and to do every act and thing covered generally by the term "holding company" or "holding corporation", to direct the operations of banking or other corporations or associations through the ownership of stock therein or through any form of contract, trust or other agreement, and in connection therewith, or in aid thereof;

(b) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, create security interests in, or otherwise dispose of real and personal property of every kind and description, including good will, trade names, rights and franchises, and including shares of stock, certificates or other interests in voting trust for shares of stock, or any bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations of any banking or other corporation or corporations, association or associations, organized under the laws of the State of Alabama, or the United



MARGARET A. AVERY
Collection Manager

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States of America or any other state or district or country, nation or government, and to pay therefor in whole or in part in cash or by exchanging therefor, stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stock, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising therefrom and to possess and exercise in respect thereof, all of the rights, powers and privileges of ownership, including all voting powers on any stocks, voting trust certificates, or other securities so owned; and in connection with any acquisition, disposition, pledge or other act of ownership with regard to any such stocks, securities or other property, whether tangible or intangible, to assume or guarantee performance of any liabilities, obligations or contracts of any persons, firms, corporations or associations;

(c) To organize or promote or facilitate the organization of any corporation, association, partnership, subsidiary or other entity, under the laws of Alabama or the United States of America or any other state or district or country, nation or government, for the purpose of transacting, promoting or carrying on a banking or any other lawful business or purpose or purposes;

(d) To merge, consolidate, dissolve, wind up or liquidate any corporation, association or other entity which this corporation may organize, purchase or otherwise acquire or have an interest in, or to cause the same to be merged, consolidated, dissolved, wound up or liquidated;

(e) To aid, either by loans or by guaranty of securities or in any other manner, any corporation, association, building, enterprise, venture, or voting trust, domestic or foreign, shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by this corporation, directly or indirectly, or in which, or in the welfare of which, this

corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by it or in which it may at any time be interested, directly or indirectly, through other corporations or otherwise; and

(f) To engage in management consulting or to provide management services for any corporation, association, business, enterprise, venture or property in which, or in the welfare of which, this corporation shall have any interest; and

(g) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified by the laws of the State of Alabama governing corporations, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(h) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(i) To carry on any other business in connection with the foregoing.

(j) To do any and all of things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone

or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under the laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

FOURTH: Shares of Stock. The maximum aggregate number of shares of Common Stock which the corporation shall have authority to issue is Six Hundred Thousand (600,000) shares of the par value of One and 50/100 Dollars (\$1.50) per share. No shares have preemptive rights.

FIFTH: Initial Office and Agent. The address of the initial registered office of the corporation is 3000 Highway 31 South, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Charles Martin.

SIXTH: Directors. The property, affairs and business of the Corporation shall be managed by a Board of Directors. The number of Directors shall be as specified in the Bylaws of the Corporation. The Directors shall be elected by the stockholders at the annual meeting of the stockholders and each director shall be elected for a term of one (1) year or until such successor shall be elected and shall qualify. A director need not be a stockholder in order to serve on the Board of Directors.

In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend and repeal the Bylaws, subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;

(b) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the Corporation, including after acquired property;

(c) To determine whether any and, if so, what part of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(d) To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors of the Corporation, to fix the amount of profits to be shared or distributed; and to determine the persons who participate in any such plans and the amount of their respective participations;

(e) To designate by resolution or resolutions passed by a majority of the whole Board one or more committees, each consisting of two (2) or more directors, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;

(f) To provide for the reasonable compensation of its own members in the Bylaws and to fix the terms and conditions upon which such compensation will be paid;

(g) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers

and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless to the provisions of the laws of the State of Alabama, these Articles of Incorporation, and the Bylaws of the Corporation.

The number of directors constituting the initial board of directors of the Corporation shall be one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

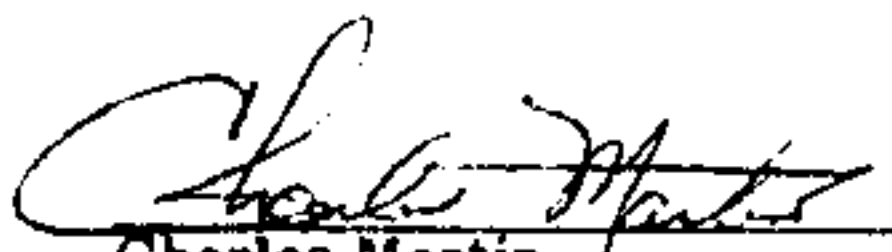
<u>Name</u>	<u>Address</u>
Charles Martin	3000 Highway 31 South Pelham, Alabama 35124

SEVENTH: Amendment. The provisions of this Charter of Incorporation may be amended, altered, or repealed from time to time to the extent, and in the manner prescribed by the laws of the State of Alabama, and any additional provisions so authorized may be added. All rights herein conferred on the directors, officers, and stockholders are granted subject to this reservation.

EIGHTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles Martin	3000 Highway 31 South Pelham, Alabama 35124

Dated this the 28th day of May, 1982.


Charles Martin
Incorporator



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

First American Bancshares, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of First American Bancshares, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 20, 1982

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

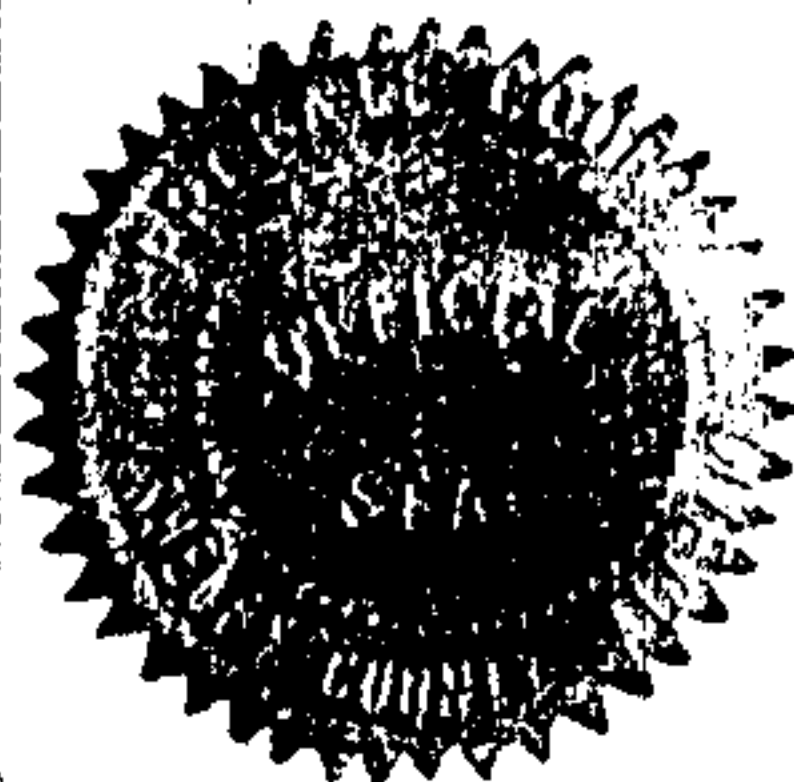
County

CERTIFICATE OF INCORPORATION OF FIRST AMERICAN BANCSHARES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of FIRST AMERICAN BANCSHARES, INC., duly signed and verified pursuant to the provisions of Section 10-2A-91 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of FIRST AMERICAN BANCSHARES, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 2nd day of JUNE, 19 82.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED

1982 JUN -2 PM 12:16

Thomas A. Linder, Jr.
JUDGE OF PROBATE

Thomas A. Linder, Jr.

Judge of Probate