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STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
CENTRAL STATE BANCORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, acting as incorporators, in order to form a corporation under and pursuant to the laws of the State of Alabama, do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation (Hereinafter referred to as the "Corporation") shall be:

CENTRAL STATE BANCORPORATION

ARTICLE II

DURATION

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

OBJECTS, PURPOSES AND POWERS

To purchase or otherwise acquire, to own, and to hold the stock of banks and other corporations, and to do every act and exercise all powers covered generally by the denominations "holding corporation" and "bank holding company", and especially to direct the operations of other corporations through the ownership of stock therein. To purchase, subscribe for, acquire, own, hold, guarantee, sell, assign, exchange, mortgage, pledge or otherwise transfer or dispose of stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts or other securities or evidences of indebtedness or interest, and choses in action issued or created by any person, or by any other corporation or corporations, associations, joint stock companies, firms, or trusts or syndicates organized under the laws of the United States or of any state; or any bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or county or subdivision or

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municipality thereof. To issue and exchange therefor shares of the capital stock, bonds, notes or other obligations of the Corporation, and while the owner thereof to exercise all rights, powers and privileges of ownership, including the right to vote on any shares of stock or voting trust certificates so owned.

To aid by loans, by guaranty of securities, or by any other lawful means necessary or desirable, any corporation, joint venture, or other entity which is an affiliate or subsidiary of the Corporation, and to do any and all acts designed to protect, preserve, improve or enhance the value of any investments or property held by or controlled by the Corporation.

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BOOK To borrow or raise moneys for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property and assets of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the Corporation's property and assets, or any interest therein, wherever situated.

In general, to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act and to possess and exercise all of the powers and privileges granted by the Alabama Business Corporation Act or by any other law of Alabama or by the Articles of Incorporation, together with any and all powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, objects or purposes of the Corporation.

The enumeration hereof the objects, purposes and powers of the Corporation shall not be deemed to exclude or limit the exercise of any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly by purpose or by the laws of the State of Alabama, as now or hereafter in effect, or implied by any reasonable construction of said laws.

ARTICLE IV

PRINCIPAL PLACE

The principal office of the Corporation in the State of Alabama shall be located in the Town of Calera, County of Shelby, but the Corporation shall have the right to establish and transact its business, or any part thereof, at such location or locations within Alabama, and in other states as permitted by applicable law.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is Fifteen Thousand (15,000) shares of common stock with a par value of One Dollar (\$1.00) per share. The total authorized capital stock of the Corporation is Fifteen Thousand Dollars (\$15,000.00).

The designations, powers, preferences and rights, and qualifications, limitations or restrictions, and the other terms of the capital stock are as follows:

COMMON STOCK

Classes of Common Stock. There shall be one class of common stock consisting of Fifteen Thousand (15,000) authorized shares with a par value of One Dollar (\$1.00) per share.

Dividends. To the extent provided by applicable laws, and permitted by the applicable regulatory authorities and by this certificate of incorporation, the holders of the common stock shall be entitled to receive cash dividends when and as declared by the Board of Directors.

Voting Rights of Common Stock. The holders of the common stock shall have such rights to vote as are provided by applicable law, such that each holder shall have one vote for each share of common stock held.

Cumulative voting shall not be allowed, and shareholders shall not have preemptive rights.

ARTICLE VI

OFFICER DESIGNATED TO RECEIVE SUBSCRIPTIONS

David P. Downs, whose post office address is 14th Street, P.O. Box 180, Calera, Alabama 35040, is the officer designated by the incorporators to receive subscriptions to the capital stock.

ARTICLE VII

INCORPORATORS AND INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
William M. Schroeder, Sr.	Country Club Drive P.O. Box 180 Calera, Alabama 35040
Dorothy D. Schroeder	Country Club Drive P.O. Box 180 Calera, Alabama 35040
David P. Downs	14th Street P.O. Box 180 Calera, Alabama 35040

The initial Board of Directors shall consist of three (3) directors, who shall serve until the first annual meeting of the stockholders of the Corporation and until their successors have been elected and qualified. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Post Office Address</u>
William M. Schroeder, Sr.	Country Club Drive P.O. Box 180 Calera, Alabama 35040
Dorothy D. Schroeder	Country Club Drive P.O. Box 180 Calera, Alabama 35040
David P. Downs	14th Street P.O. Box 180 Calera, Alabama 35040

The names and addresses of the Officers who shall serve until the first annual meeting of the Board of Directors and until their successors

are elected and qualified are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Office</u>
William M. Schroeder, Sr.	Country Club Drive P.O. Box 180 Calera, Alabama 35040	President and Chairman of the Board
Dorothy D. Schroeder	Country Club Drive P.O. Box 180 Calera, Alabama 35040	Vice-President
David P. Downs	14th Street P.O. Box 180 Calera, Alabama 35040	Secretary-Treasurer

ARTICLE VIII

REGISTERED OFFICE - INITIAL REGISTERED AGENT

The location and mailing address of the Corporation's registered office and the name of its initial registered agent at such address are as follows:

<u>Location and Mailing Address of Registered Office</u>	<u>Name of Initial Registered Agent</u>
P.O. Box 180 (Country Club Drive) Calera, Alabama 35040	William M. Schroeder, Sr.

ARTICLE IX

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following provisions for the regulation of the Corporation, its directors and stockholders are hereby established:

All of the Corporation's powers shall be exercised by the Board of Directors except as otherwise provided by statute, by this certificate or as delegated to others by such Board; and in furtherance, and not in limitation of the powers conferred by statute and by this certificate, the Board of Directors is expressly authorized to make, alter and amend the bylaws of this Corporation except as restricted by law, but bylaws so made by the Directors may be altered, amended or repealed by the directors or stockholders.

By a majority of the whole Board, the Board of Directors may designate in the bylaws or by resolution one or more committees, each committee to consist of two or more directors of the Corporation. The bylaws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting,

whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the bylaws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have such power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the bylaws of the Corporation, and no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

The Board of Directors may set apart, out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and abolish any such reserve in the manner in which it was created.

Insofar as not prohibited by applicable law, no contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is, or are, interested therein, or is a director or officer or are directors or officers or stockholders of such other corporation; and any director or directors of this Corporation, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors of this

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Corporation is a party, or are parties to, or interested in such contract, act or transaction, or is, or are, in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested.

Any and all rights, powers, privileges or restrictions, including those conferred upon stockholders, in this certificate of incorporation may be amended, altered, changed in any manner and to any extent, or repealed by a certificate of amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Illinois.

The Corporation may, from time to time, enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of the Corporation's capital stock shall be parties, restricting the transfer of any or all shares of the Corporation's capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of the Corporation.

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of common stock to the extent of earned surplus or capital surplus available therefor.

The Corporation shall have the right to impose restrictions upon the transfer of any shares of its common stock or any interest therein, from time to time issued, provided that such restrictions as may from time to time be imposed shall be set forth in full or in summary upon the face or back of the certificates representing such restricted stock.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the
24th day of September, 1982.

[Signature] (SEAL)

[Signature] (SEAL)

[Signature] (SEAL)



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

Central State Bancorporation

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Central State Bancorporation

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.

September 15, 1982 - expires 1-14-83

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CENTRAL STATE BANCORPORATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of CENTRAL STATE BANCORPORATION, duly signed pursuant to the provisions of Section 64 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 CENTRAL STATE BANCORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of SEPTEMBER, 1932.

Thomas A. Brundage, Jr.

Judge of Probate

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Thomas A. Brundage, Jr.
CLERK

