

**ARTICLES OF INCORPORATION
OF
FIRST AMERICAN BANK OF PELHAM**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

THE UNDERSIGNED natural persons, having capacity to contract and acting as the incorporator of a corporation pursuant to the provisions of the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of the Corporation is:

FIRST AMERICAN BANK OF PELHAM

2. Duration. The duration of the Corporation is perpetual.

3. Purpose. The Corporation is for profit, and the purpose or purposes for which the Corporation is organized are:

To engage in a general banking business as permitted by the laws of the State of Alabama, specifically including all purposes incident to the banking business.

Authority is hereby expressly vested in the Board of Directors of the Bank to issue shares of preferred or special classes of stock, or capital notes and debentures to the extent permitted by the statutes of Alabama, the Superintendent of Banks of the State of Alabama, and any other regulatory authorities whose permission is deemed necessary prior to exercising such powers.

4. Common Stock. The maximum number of shares which the Corporation shall have the authority to issue is 100,000 shares, having a par value of \$7.50 per share. At all times each holder of common stock shall be entitled to one vote for each share of stock for which he is the owner of record in the books

First American Bank of Pelham
P.O. Box 100 Pelham, AL

of the Corporation. Cumulative voting shall be permitted in the election of directors. An affirmative vote of the majority of the shares represented at a meeting where a quorum is present shall be the act of the shareholders. No shares have preemptive rights.

5. Registered Office. The mailing address and location of the initial registered office of the Corporation in the State of Alabama shall be 3000 Highway 31 South, Pelham, Shelby County, Alabama 35124.

6. Registered Agent. The name of the initial registered agent, located at the address of the initial registered office, is William E. Bush.

7. Board of 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 By-laws of the Corporation. The initial Board of Directors shall consist of nine (9) members. The name and address of each person who shall serve as a member of the initial Board until the first annual meeting of shareholders or until a successor or successors are elected and have qualified is as follows:

Charles E. Martin	3000 Highway 31 South Pelham, Alabama 35124
R. W. Currin	3000 Highway 31 South Pelham, Alabama 35124
M. Jack Beasley, Jr.	9515 Parkway East Birmingham, Alabama 35215
Samuel E. Noble	Route 5, Box 494 Scottsboro, Alabama 35768
Dr. Harry L. Phillips	Post Office Box 1006 Columbiana, Alabama 35051 c/o Columbiana Clinic, Main Street, Helena, AL 35080
Sam S. Plant, Jr.	Post Office Drawer B Leeds, Alabama 35094 429 Miami St., Helena, AL 35080
Mack Sanders	Post Office Box 1926 Birmingham, Alabama 35201 Hwy 17 Box 6190 Helena, Alabama 35080

Thomas W. Stubbs, Jr.

3485 Helena Road
Helena, Alabama 35080

Kenneth L. Williams

Post Office Box 474
Pelham, Alabama 35124
2032 Valleydale Road Birmingham Al 35204

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 By-laws, subject to the power of the stockholders to alter or repeal the By-laws 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 By-laws, shall have and may exercise the powers of the Board;

(f) To provide for the reasonable compensation of its own members in the By-laws 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 By-laws of the Corporation.

8. Incorporators. The name and address of each person who is an incorporator of the Corporation is as follows:

Charles E. Martin

3000 Highway 31 South
Pelham, Alabama 35124

9. Powers. The Corporation shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized and shall likewise have the powers provided by the Code of Alabama or as the same shall hereafter be amended.

10. Amendment. The provisions of these Articles 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 by the By-laws. The right to amend, alter, repeal and adopt new By-laws is hereby reserved to the Board of Directors.

DATED THIS 16 DAY OF DECEMBER, 1983.


CHARLES E. MARTIN,
Incorporator

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This Instrument Prepared By:

BONE AND CRAWFORD
A Professional Law Corporation
Tenth Floor
200 Fourth Avenue, North
Nashville, Tennessee 37219
(615) 256-9048

DECLARATION OF INCORPORATION

To the Superintendent of Banks:

THE UNDERSIGNED, being all of the directors of First American Bank, National Association, and pursuant to the mandate given by the shareholders of the Bank on December 16, 1983, do hereby declare as follows:

1. **Name.** The name to be assumed and used by the corporation is:

First American Bank of Pelham

2. **Objects.** The Corporation is for profit, and the object or objects for which the Corporation is organized are:

To engage in a general banking business as permitted by the laws of the State of Alabama, specifically the conversion of First American Bank, National Association, a national banking association organized pursuant to 12 U.S.C. Section 81, into a state bank with all the power and authority that may be exercised by a state bank.

3. **Principal Office.** The location of its principal office is:

3000 Highway 31 South
Pelham, Alabama

4. **Capital.** The amount of its total authorized capital is \$750,000 and at the time of conversion the amount of its common capital will be \$525,000.

5. **Officers; Directors.** The name and post office address of each officer and director are:

<u>Name</u>	<u>Post Office Address</u>
Charles E. Martin Director, President, Chairman of the Board	3000 Highway 31 South Pelham, Alabama 35124
R. W. Currin Director, Executive Vice President	3000 Highway 31 South Pelham, Alabama 35124

M. Jack Beasley, Jr. Director	9515 Parkway East Birmingham, Alabama 35215
Samuel E. Noble Director	Route 5, Box 494 Scottsboro, Alabama 35768
Dr. Harry L. Phillips Director	Post Office Box 1006 Columbiana, Alabama 35051
Sam S. Plant, Jr. Director	Post Office Drawer B Leeds Alabama 35094
Mack Sanders Director	Post Office Box 1926 Birmingham, Alabama 35201
Thomas W. Stubbs, Jr. Director	3485 Helena Road Helena, Alabama 35080
Kenneth L. Williams Director	Post Office Box 474 Pelham, Alabama 35124
William E. Bush Vice President, Cashier	3000 Highway 31 South Pelham, Alabama 35124

6. **Duration.** The duration of the Corporation is perpetual.

Dated this the 14 day of December, 1983.



CHARLES E. MARTIN, Director


R. W. CURRIN, Director


M. JACK BEASLEY, JR., Director


SAMUEL E. NOBLE, Director


DR. HARRY L. PHILLIPS, Director


SAM S. PLANT, JR., Director


MACK SANDERS, Director


THOMAS W. STUBBS, JR., Director


KENNETH L. WILLIAMS, Director

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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 Bank of Pelham

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 Bank of Pelham

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 _____. 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.

November 16, 1983 - expires 3-16-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

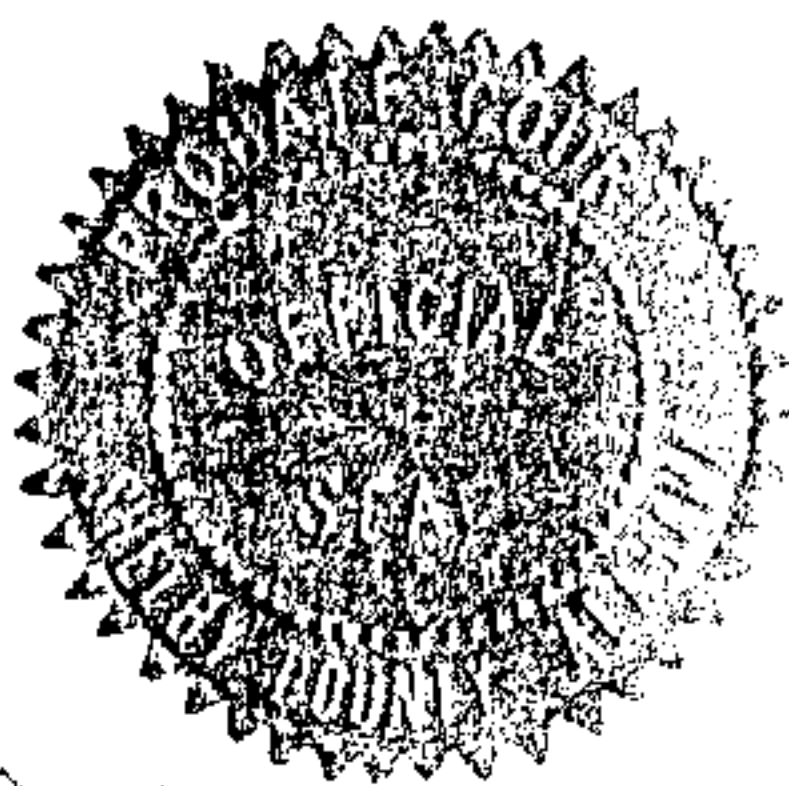
OF

FIRST AMERICAN BANK OF PELHAM

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 FIRST AMERICAN BANK OF PELHAM, 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 FIRST AMERICAN BANK OF PELHAM, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of DECEMBER, 19 83.



CLERK OF ALA. PROBATE CO.
1983 DEC 28 PM 1:46

Thomas A. Brundage, Jr.

Judge of Probate



STATE OF ALABAMA
STATE BANKING DEPARTMENT

STATE ADMINISTRATIVE BUILDING
MONTGOMERY, ALABAMA 36130-0901

KENNETH R. McCARTHA
Superintendent of Banks

FRANK J. ARRINGTON
Assistant Superintendent of Banks

PERMISSION TO BEGIN BUSINESS

STATE OF ALABAMA - MONTGOMERY COUNTY

I, Kenneth R. McCarthy, as Superintendent of Banks,
State of Alabama, do hereby certify that FIRST AMERICAN BANK
OF PELHAM, Pelham, Alabama, has duly complied with all
requirements of law relating to the organization of a bank
under the laws of the State of Alabama, and I do, therefore,
authorize it to transact business within this State as a bank,
and I further certify that all proper business can be entrusted
to said Bank.

Given under my hand and seal of office this the 30th day
of December, 1983.

Kenneth R. McCarthy

Kenneth R. McCarthy
Superintendent of Banks
State of Alabama

STATE OF ALABAMA
MONTGOMERY COUNTY

I, Kenneth R. McCarthy, as Superintendent of Banks, State
of Alabama, do hereby certify that the foregoing is a true and
correct copy of the certificate as the same appears on file and
of record in this office.

Kenneth R. McCarthy

Kenneth R. McCarthy
Superintendent of Banks
State of Alabama

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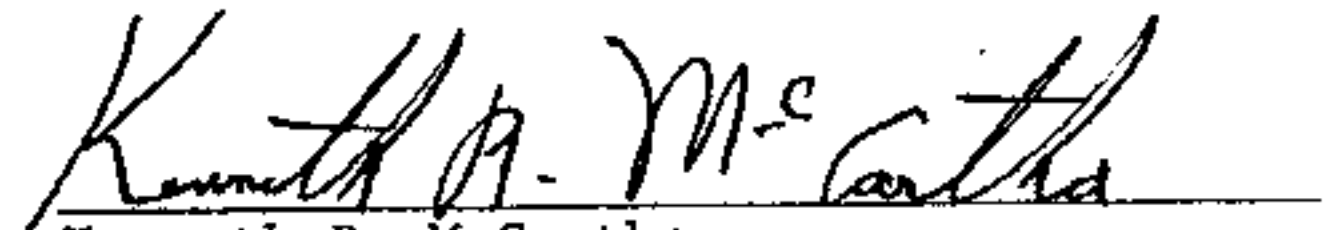
STATE OF ALABAMA }

MONTGOMERY COUNTY }

CERTIFICATE OF APPROVAL TO CONVERT
TO A STATE BANKING CORPORATION

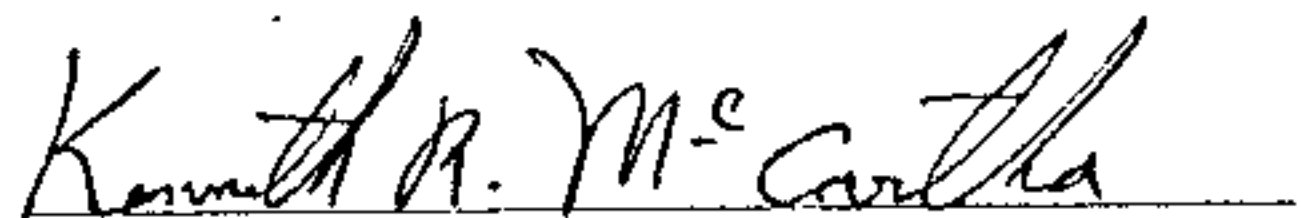
I, Kenneth R. McCartha, as Superintendent of Banks, State of Alabama, do hereby certify that First American Bank, N. A., a national banking association, has fully complied with the provisions of Sections 5-7A-20 through 5-7A-24, Code of Alabama 1975, to convert First American Bank, N.A., a national banking association, into a state banking corporation with the name of FIRST AMERICAN BANK OF PELHAM, a state banking corporation, and all of its stockholders, officers, and employees shall have the same powers and privileges and shall be subject to the same duties, liabilities and regulations, in all respects, as shall have been prescribed for banking corporations originally organized as banking corporations under the laws of the State of Alabama; and I do, therefore, authorize FIRST AMERICAN BANK OF PELHAM, Pelham, Alabama, a state banking corporation, to transact business within this state as a bank effective December 30, 1983. I further certify that all proper business can be entrusted to said bank.

GIVEN UNDER my hand and seal of office, this the 27th day of December, 1983.


Kenneth R. McCartha
Superintendent of Banks
State of Alabama

STATE OF ALABAMA
MONTGOMERY COUNTY

I, Kenneth R. McCartha, as Superintendent of Banks, State of Alabama, do hereby certify that the above and foregoing is a true and correct copy of the certificate as the same appears on file and of record in this office.


Kenneth R. McCartha
Superintendent of Banks
State of Alabama

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