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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FIRST AMERICAN BANCSHARES, INC.**

Pursuant to the provisions of Section 10-2A-113 of the Code of Alabama, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name and address of the Corporation is First American Bancshares, Inc., 3000 Highway 31 South, Pelham, Alabama 35124.

2. The following amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation on January 19, 1984, in the manner prescribed by the Alabama Business Corporation Act.

"FOURTH: Shares of Stock" is amended to read as follows:

"The maximum aggregate number of shares of Common Stock which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of the par value of Seven and 50/100 Dollars (\$7.50) per share. No shares have preemptive rights.

3. No shares of stock of the Corporation have been issued.

Dated this the 19th day of January, 1984.

FIRST AMERICAN BANCSHARES, INC.

By: Charles E. Martin
Charles E. Martin, Sole Director

BONE & CRAWFORD
A PROFESSIONAL LAW CORPORATION
TENTH FLOOR - 200 FOURTH AVENUE, NORTH
NASHVILLE, TENNESSEE 37219

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BOOK

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

To the Probate Judge of DeKalb County:

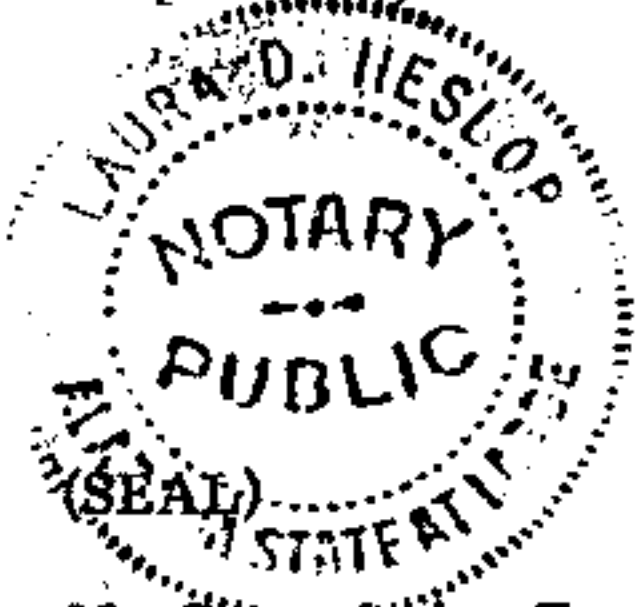
This is to certify that the undersigned, the sole director of First American Bancshares, Inc. and the party executing these Articles of Amendment, has examined these Articles of Amendment and has found them to accurately and truthfully state the information as required by Section 10-2A-113 of the Code of Alabama.

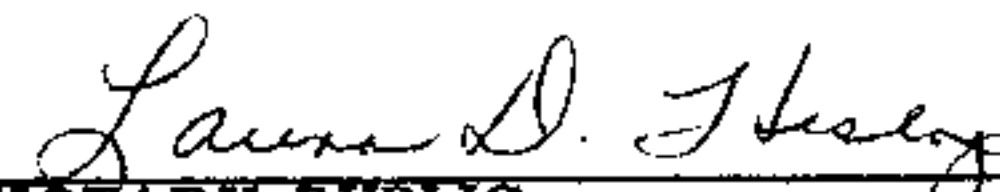
This the 19th day of January, 1984.


Charles E. Martin, Sole Director

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public, do hereby certify that on this the 19th day of January, 1984, personally appeared before me Charles E. Martin, who, being by me first duly sworn, declared that he is the sole director of First American Bancshares, Inc., and that he signed the foregoing document as the Director of the corporation, and that the statements therein contained are true.




NOTARY PUBLIC

My Commission Expires:

My Commission Expires April 16, 1986

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BOOK

State of Alabama

SHELBY County

CERTIFICATE OF AMENDMENT

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 AMENDMENT of FIRST AMERICAN BANCSHARES, INC., duly signed and verified pursuant to the provisions of Section 10-2A-113 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 AMENDMENT of FIRST AMERICAN BANCSHARES, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 1st day of FEBRUARY, 19 84.

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

1984 FEB -1 AM 9:04

Thomas A. Brundage, Jr.
Judge of Probate

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Rec 10.00
Jud 1.00
11.00

