

1499

ARTICLES OF INCORPORATION
OF
FIRST AMERICAN INTERIM BANK

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 INTERIM BANK

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 250 shares, having a par value of \$40 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 of the Corporation. Cumulative voting shall be permitted in the election of directors. An affirmative

Page 1

BONE & CRAWFORD
VANDERBILT PLAZA, SUITE 900
2100 WEST END AVE.
NASHVILLE, TENNESSEE 37203

BOOK 25 PAGE 704

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 one (1) member. The name and address of the sole director 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

A director shall be a stockholder in the Bank or in First American Bancshares, Inc., the holding company, 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 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 23rd DAY OF February, 1984.



CHARLES E. MARTIN,
Incorporator.

This Instrument Prepared By:

BONE AND CRAWFORD
A Professional Law Corporation
Tenth Floor
200 Fourth Avenue, North
Nashville, Tennessee 37219
(615) 256-9048
Page 4



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 Interim Bank

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 Interim Bank 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.

January 24, 1984 - expires 5-24-84

Date

Don Siegelman

Don Siegelman

Secretary of State

STATE OF ALABAMA)
)
COUNTY OF MONTGOMERY)

To the Probate Judge of Shelby County:

This is to certify that I have examined the Articles of Incorporation for First American Interim Bank, Pelham, Shelby County, Alabama, and have found the same in substantial conformity to the law, and that all things have been done which were necessary to comply with the law of the State of Alabama in the filing of Articles of Incorporation of a bank.

Therefore, this is to certify that First American Interim Bank having complied with the laws of the State of Alabama for the filing of the Articles of Incorporation for a corporation engaging in the banking business, you are hereby authorized to file in your office the Certificate of Incorporation for First American Interim Bank upon proof of payment of subscription to the capital stock.

This the 23rd day of March, 1984.


Kenneth R. McCartha
Superintendent of Banks



BOOK 25 PAGE 709

OFFICE OF THE PROBATE JUDGE, SHELBY COUNTY, ALABAMA

CERTIFICATE OF INCORPORATION

OF

FIRST AMERICAN INTERIM BANK

25 PAGE 710 BOOK
The undersigned, as Judge of Probate of Shelby County, Alabama, hereby certifies that the Articles of Incorporation of First American Interim Bank, duly signed and verified pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law. The name of the corporation is now reserved with the Secretary of State, State of Alabama, and all filing fees have been paid. Proof has been duly made of the payment of subscription to capital.

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 Interim Bank, and attaches hereto a certified copy of the Articles of Incorporation.

Dated: March 29, 1984

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

1984 MAR 29 PM 1:10

Thomas A. Smotherman, Jr.
JUDGE OF PROBATE

Thomas A. Smotherman, Jr.
Judge of Probate
Shelby County, Alabama

I CERTIFY THIS TO BE A TRUE AND
CORRECT COPY.

Probate Judge Shelby County