

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
FIRST AMERICAN INTERIM BANK**

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 Interim Bank, 3000 Highway 31 South, Pelham, Alabama 35124.

2. The following amendments to the Articles of Incorporation were adopted by written consent of the shareholders and directors on April 23, 1984, in the manner prescribed by the Alabama Business Corporation Act:

The first sentence of Article IV, Common Stock, is amended to read as follows:

The maximum number of shares of Common Stock which the Corporation shall have authority to issue is two hundred fifty (250) shares, having a par value of \$400.00 per share.

3. Two hundred fifty (250) shares of Common Stock of the Corporation have been issued and are outstanding.

4. All 250 shares of Common Stock were voted in favor of the amendment to the Articles of Incorporation.

5. The certificate representing the 250 shares of Common Stock, par value \$40.00 per share, of the Corporation shall be surrendered and cancelled, and a new certificate representing 25 shares of Common Stock, par value \$400.00 per share, of the Corporation will be issued in exchange therefor.

Dated this the 23rd day of April, 1984.

**FIRST AMERICAN INTERIM BANK**

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

By:

  
Charles E. Martin, Sole Director

**Joint Action by Unanimous Written Consent**

**of the**

**Shareholders and Board of Directors**

**of**

**FIRST AMERICAN INTERIM BANK**

**Effective April 23, 1984**

The undersigned, in the respective capacities of director and shareholder of the Corporation, as the same appear by signatures, pursuant to Sections 10-2A-66 and 10-2A-56 of the Code of Alabama, take the following actions on behalf of the Corporation.

**RESOLVED**, that the first sentence of Article IV of the Articles of Incorporation of the Corporation be amended to read as follows:

The maximum number of shares of Common Stock which the Corporation shall have the authority to issue is 250 shares, having a par value of \$400.00 per share.

**RESOLVED**, that the attached Articles of Amendment be, and they hereby are, approved and adopted, and that the Chairman be, and he hereby is, directed and authorized to execute all documents and to take all actions necessary to accomplish this amendment to the Articles of Incorporation, including, but not limited to, seeking the consent of the Superintendent of Banks for such increase in capital.

**RESOLVED**, that the certificate representing the 250 shares of Common Stock, par value \$40.00 per share, of the Corporation presently issued and outstanding be surrendered and cancelled, and that a new certificate be issued to the shareholder representing 25 shares of Common Stock of the Corporation, par value \$400.00 per share.

**RESOLVED**, that the subscription by the sole shareholder to purchase the remaining 225 shares of authorized Common Stock for an aggregate purchase price of \$110,000.00 be, and it hereby is, accepted and approved, and that the President of the Corporation, upon receipt of the \$110,000.00, is directed to cause to be issued and delivered in the name of and on behalf of the Corporation a certificate representing these 225 shares, which shares shall be considered fully paid and nonassessable.

IN WITNESS WHEREOF, the undersigned execute this written consent on the date appearing on the first page, and the Cashier of the Corporation shall place this written consent in the minute book of the Corporation.

DIRECTOR:

  
CHARLES E. MARTIN

SHAREHOLDER:

FIRST AMERICAN BANCSHARES, INC.

By:   
Charles E. Martin, President

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AFFIDAVIT

STATE OF ALABAMA )  
COUNTY OF SHELBY )

TO THE PROBATE JUDGE OF SHELBY COUNTY:

This is to certify that the undersigned, the sole director of First American Interim Bank, 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 23rd day of April, 1984.

  
CHARLES E. MARTIN, Sole Director

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STATE OF ALABAMA )  
COUNTY OF SHELBY )

I, the undersigned, a Notary Public, do hereby certify that on this the 23rd day of April, 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 Interim Bank, and that he signed the foregoing document as the director of the corporation, and the statements therein contained are true.



  
NOTARY PUBLIC

My Commission Expires April 16, 1986

My Commission Expires April 16, 1986

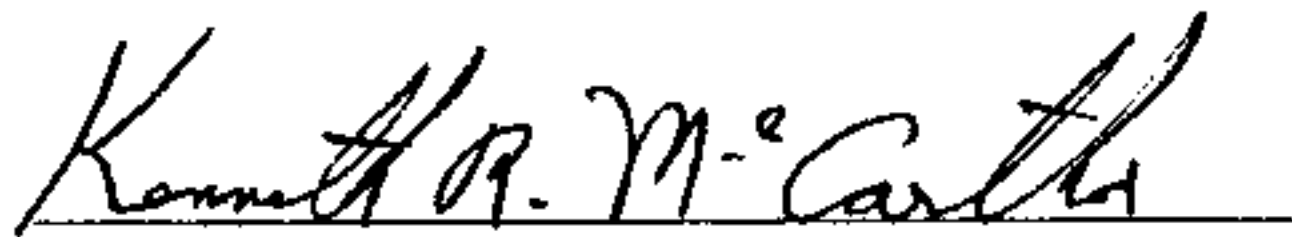
STATE OF ALABAMA    §  
MONTGOMERY COUNTY    §

I, Kenneth R. McCartha, as Superintendent of Banks for the State of Alabama, hereby certify that I have duly and fully examined the foregoing Articles of Amendment whereby the shareholders of First American Interim Bank, a banking corporation, propose to increase the authorized capital stock of said bank to the aggregate par value of \$100,000.00 divided into 250 shares of common stock of the par value of \$400.00 per share, and to amend Article IV of the Articles of Incorporation of said bank so that the same shall read as follows:

"IV. The maximum number of shares of Common Stock which the Corporation shall have authority to issue is two hundred fifty (250) shares, having a par value of \$400.00 per share."

I do hereby certify that said Articles of Amendment appear to be in substantial conformity with the requirements of law and the same are hereby approved. Upon the filing of the same, together with this certificate, with the proper agency as required by law, the amendment of the Articles of Incorporation of said bank and the increase in its authorized capital stock sought to be accomplished thereby shall be effective.

Given under my hand and seal of office this 27th day of April, 1984.

  
Kenneth R. McCartha  
Superintendent of Banks  
State Banking Department



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# State of Alabama

SHELBY

## County

### CERTIFICATE OF AMENDMENT

OF

FIRST AMERICAN INTERIM BANK

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of FIRST AMERICAN INTERIM BANK, duly signed and verified pursuant to the provisions of Section        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 INTERIM BANK, and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 7th day of MAY, 1984.



STATE OF ALA. SHELBY CO.  
I HEREBY THIS  
INSTRUMENT FILED

1984 MAY -7 PM 12:16

JUDGE OF PROBATE

*Thomas A. Brasher, Jr.*

Judge of Probate

Rec 10.00  
Jud 1.00  
11.00