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This Instrument Prepared By:  
Ralph F. MacDonald, III  
Balch & Bingham  
Suite 700 Financial Center  
505 North 20th Street  
Birmingham, Alabama 35203

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ARTICLES OF INCORPORATION  
OF  
CENTRAL BANK OF SHELBY COUNTY

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The undersigned, acting as incorporators under the Code of Alabama, 1975 as amended, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation (the "Corporation") shall be:  
"CENTRAL BANK OF SHELBY COUNTY"

ARTICLE II

DURATION

The Corporation shall have perpetual duration and existence.

ARTICLE III

OBJECTS AND PURPOSES

The objects and nature of the business and the purposes and powers of the Corporation are:

3.01 To conduct a general banking and trust company business through such means and at such places as the Board of Directors may deem proper; and

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3.02 To engage in any lawful activity and to exercise all powers permitted to it by the Alabama Business Corporation Act and the Alabama Banking Code.

#### ARTICLE IV

##### CAPITAL STOCK

4.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 1,250,000, consisting of the following classes:

(1) 1,000,000 shares of \$1.00 par value common stock ("Common Stock").

(2) 250,000 shares of preferred stock, \$1.00 par value per share ("Preferred Stock").

4.02 Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the Corporation's Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation and number of shares of Preferred Stock which shall constitute a series, which number may from time to time be increased or decreased (but not below the number of shares of such series then outstanding), by like action of the Board of Directors;

(2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares;

(3) Redemption provisions, if any, including whether or not shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the

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manner and time or times at which, and the terms and conditions upon which, shares of such series may be redeemed;

(4) Conversion, exchange, purchase or other privileges, if any, to acquire Shares of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;

(5) The rights, including the amount or amounts, if any, of preferential or other payments to which holders of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all assets of the Corporation; and

(6) The terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or other classes of Shares.

All shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

Issued shares of any series of Preferred Stock which are acquired by the Corporation may, as provided by Board of Directors' resolution or resolutions and applicable law, be returned to authorized but unissued Preferred Stock, either of the same or of a different series, or undesignated as to series, and thereafter reissued. In the event the number of shares of any series of Preferred Stock is decreased, the Board of Directors may by resolution or resolutions cause the shares representing such decrease to be designated or undesignated as to series.

4.03 Dividends upon all classes and series of Shares, including, without limitation, Preferred Stock, shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon Shares of any class or series of Corporation Shares may be paid in cash, property, or Shares of any class or series, as may be determined by resolution or resolutions of the Board of Directors.

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4.04 Written restrictions on the transfer or registration of transfer of Corporation Shares, securities or evidences of indebtedness or any interest therein may be imposed by the Corporation, entered into as party of an agreement, adopted as By-Laws, or recognized by the Corporation as the Corporation's Board of Directors may determine by resolution or resolutions. Any such transfer restrictions shall be noted conspicuously on the certificates or other evidence of such securities or indebtedness.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Each holder of the Corporation's Common Stock shall have the preemptive right to purchase its proportion of the issuance of any class of Shares, including Shares held as treasury stock, according to the proportion of its holdings of such class of Shares at such price, which may be in excess of par value, within such time, and on such terms as shall be fixed and determined by the Corporation's Board of Directors.

#### ARTICLE VI

##### SPECIAL PROVISIONS

6.01 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own Shares to the full extent of undivided profits, earned surplus, capital surplus or any other funds lawfully available therefor.

6.02 No contract or other transaction between the Corporation and one or more of its directors or any other person, corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation, and if:

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors and without considering such interested directors as present for purposes of constituting a quorum; or

(b) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

6.03 The Corporation may from time to time enter into any agreement to which all, or less than all, holders of record of the issued and outstanding Shares of the Corporation, other securities or evidences of indebtedness are parties, restricting the transfer or registration of transfer of any or all Corporation Shares, upon such reasonable terms and conditions as may be approved by resolution or resolutions adopted by the Corporation's Board of Directors.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be Highway 280 at Valleydale Road, Cahaba Heights, Alabama 35243, and its initial registered agent at such address shall be Jerry W. Powell.

ARTICLE VIII

DIRECTORS

The Corporation's initial Board of Directors shall consist of five persons, who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the members of the initial Board of Directors are as follows:

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<u>Name</u>	<u>Address</u>
Harry B. Brock, Jr.	701 South 20th Street Birmingham, Alabama 35233
Philip C. Jackson, Jr.	701 South 20th Street Birmingham, Alabama 35233
D. Paul Jones, Jr.	701 South 20th Street Birmingham, Alabama 35233
W. Dan Puckett	701 South 20th Street Birmingham, Alabama 35233
George L. Sherling	701 South 20th Street Birmingham, Alabama 35233

ARTICLE IX

INCORPORATORS

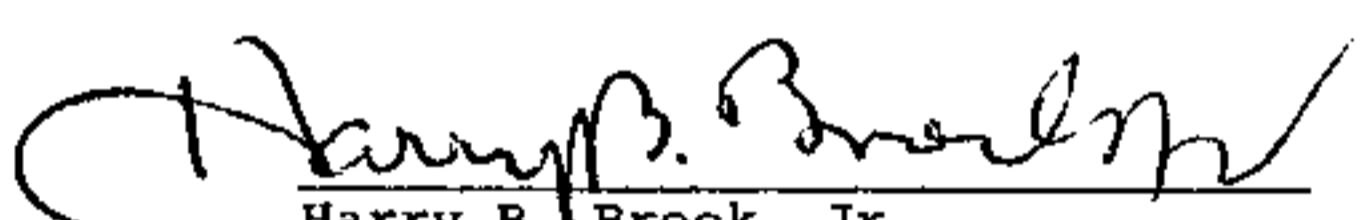
The incorporators' respective names and addresses are:

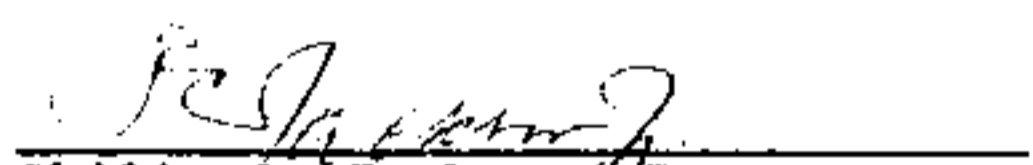
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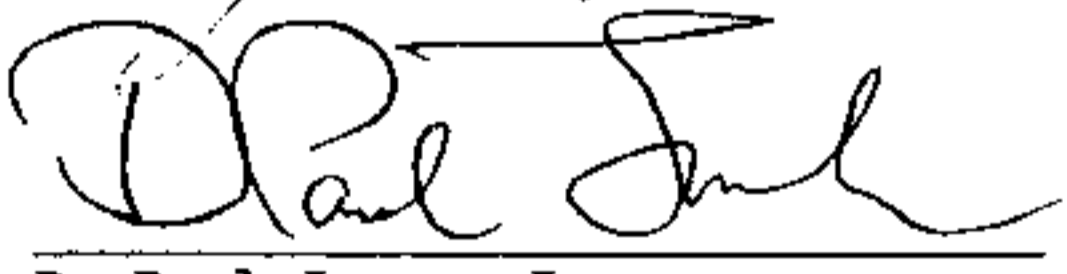
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George L. Sherling	701 South 20th Street Birmingham, Alabama 35233

Dated as of March 11, 1987.

INCORPORATORS

  
 \_\_\_\_\_  
 Harry B. Brock, Jr.

  
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 Philip C. Jackson, Jr.

  
 \_\_\_\_\_  
 D. Paul Jones, Jr.

  
 \_\_\_\_\_  
 W. Dan Puckett

  
 \_\_\_\_\_  
 George L. Sherling



# 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 Bank of Shelby County

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

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 18, 1986- expires 1-17-87

Date



Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

CENTRAL BANK OF SHELBY COUNTY

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 BANK OF SHELBY COUNTY, duly signed pursuant to the provisions 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 BANK OF SHELBY COUNTY, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of JUNE, 19 87

STATE OF ALABAMA  
JUDGE OF PROBATE  
INSTRUMENT

Thomas A. Brundley, Jr.  
Judge of Probate

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Thomas A. Brundley, Jr.  
JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$ 35.00
Index Fee	1.00
TOTAL	36.00

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