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THIS INSTRUMENT PREPARED BY:  
Ralph F. MacDonald, III  
Balch & Bingham  
Suite 700, Financial Center  
505 North 20th Street  
P.O. Box 306  
Birmingham, Alabama 35201

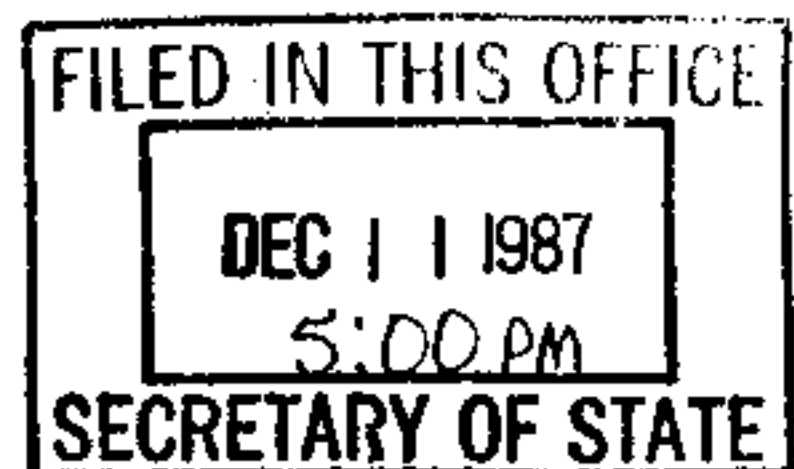
ARTICLES OF MERGER

of

CENTRAL BANK

into

CENTRAL BANK OF THE SOUTH



BOOK 034 PAGE 817

Pursuant to, and with the effect provided in, Section 10-2A-143 of the Code of Alabama 1975, as amended, and the Alabama Banking Code, as amended, the undersigned Alabama banking corporations adopt the following Articles of Merger for the purpose of merging Central Bank, an Alabama banking corporation, with and into Central Bank of the South, an Alabama banking corporation, under Central Bank of the South's charter, and with the continuing bank named "Central Bank of the South":

FIRST: The Plan of Merger and Reorganization Agreement ("Plan of Merger") attached as Exhibit 1 hereto was approved by the directors and shareholders of the undersigned Alabama banking corporations in the manner prescribed by the Alabama Banking Code and the Alabama Business Corporation Act, as amended. The Alabama Superintendent of Banks has issued his Certificate of Approval of Bank Merger, a copy of which is attached as Exhibit 2.

SECOND: As to each of the undersigned Alabama banking corporations, the number and designation of shares of capital stock outstanding and entitled to vote as a class or otherwise on the Plan of Merger are as follows:

Shares Entitled to Vote as a Class

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Central Bank Cahaba Heights, AL	37,785	Common	37,785
Central Bank of the South Birmingham, AL	101,000	Common	101,000

THIRD: As to each of the undersigned Alabama banking corporations, the total number of shares voted for and against the Plan of Merger, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Voted For</u>	<u>Voted Against</u>
Central Bank Cahaba Heights, AL	37,785	-0-
Central Bank of the South Birmingham, AL	101,000	-0-

<u>Name of Corporation</u>	<u>Class</u>	<u>Entitled to Vote as a Class</u>	
		<u>Voted For</u>	<u>Voted Against</u>
Central Bank Cahaba Heights, AL	Common	37,785	-0-
Central Bank of the South Birmingham, AL	Common	101,000	-0-

FOURTH: Central Bank of the South is the surviving corporation and charter, it shall have the name "Central Bank of the South" as of the date and time of filing of these Articles with the Alabama Secretary of State, and it shall be governed by the laws of the State of Alabama.

FIFTH: Central Bank and Central Bank of the South are both Alabama banking corporations. Central Bank's Articles of Incorporation are filed in Shelby County and Central Bank of the South's Articles of Incorporation are filed in Jefferson County.

Dated as of October 13, 1987.

Dated as of October 13, 1987.

[CORPORATE SEAL]

**CENTRAL BANK**

By *J. C. ...*  
Vice Chairman

By *J. W. ...*  
Secretary

**CENTRAL BANK OF THE SOUTH**

By *J. C. ...*  
Vice Chairman

By *J. W. ...*  
Assistant Secretary

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[CORPORATE SEAL]

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

On this 14 day of October, 1987, before me, a Notary Public for the State and County aforesaid, personally came Philip C. Jackson, Jr. as Vice Chairman, and Jerry W. Powell as Secretary of Central Bank, Cahaba Heights, Alabama, and in said duly-authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed the foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.

Linda L. Lane  
Notary Public

[NOTARIAL SEAL]

My Commission expires: 8/27/89

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

On this 14 day of October, 1987, before me, a Notary Public for the State and County aforesaid, personally came Philip C. Jackson, Jr. as Vice Chairman and Jerry W. Powell as Assistant Secretary of Central Bank of the South, Birmingham, Alabama, and in said duly-authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed the foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.

Linda L. Lane  
Notary Public

[NOTARIAL SEAL]

My Commission expires: 8/27/89

EXHIBIT 1

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PLAN OF MERGER  
AND  
REORGANIZATION AGREEMENT

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THIS PLAN OF MERGER AND REORGANIZATION AGREEMENT is made and entered into as of September 1, 1987 by and among CENTRAL BANK (the "Bank"), CENTRAL BANK OF THE SOUTH ("Central") and CENTRAL BANCSHARES OF THE SOUTH, INC. ("Bancshares") in order to provide for the merger of the Bank with and into Central under Central's charter (the "Merger").

PREAMBLE:

The Bank and Central are both Alabama banking corporations. The Bank's principal office is located in Cahaba Heights, Alabama. Central's principal office is located in Birmingham, Alabama. Bancshares is a corporation duly organized under the General Corporation Law of the State of Delaware with its principal office located in Birmingham, Alabama.

A majority of the respective entire Boards of Directors of the Bank and Central have approved this Plan of Merger and Reorganization Agreement (the "Plan") and have authorized its execution and consummation.

In consideration of the premises and of the covenants contained herein, the Bank, Central and Bancshares hereby make, adopt and approve this Plan and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

1. The Merger. The Bank shall be merged with and into Central under the Articles of Incorporation and charter of Central pursuant to the provisions of, and with the effect provided in, Chapter 7A of Title 5 of the Code of Alabama, 1975. Central shall be the survivor of the Merger, and is hereinafter referred to as the "Continuing Bank" when reference is made to it as of the Effective time of the Merger or thereafter. It is intended that the Merger shall be a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is and shall constitute a "plan of reorganization" for purposes of the Code.

2. Effective Time of the Merger. Subject to the terms and conditions of this Plan, and upon satisfaction of all legal requirements, the Merger shall become effective on the date and time (the "Effective Time") specified by Central.

### 3. The Continuing Bank.

(a) At the Effective Time, the name of the Continuing Bank shall be "Central Bank of the South"; its Articles of Incorporation shall be those of Central; Central's main office shall be in the main office of the Continuing Bank; and all offices, branches, agencies and facilities of the Bank and Central which were in lawful operation or whose establishment had been approved at the Merger's Effective Time shall be retained and operated or established and operated as offices, branches, agencies and facilities of the Continuing Bank.

(b) At the Effective Time, all assets, rights, franchises and interests of the Bank and Central in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Continuing Bank by virtue of the Merger without any deed or other instrument of transfer to the Continuing Bank, and without any order or other action on the part of any court or otherwise; and the Continuing Bank shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and committee of estates of lunatics, and every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by the Bank and Central, respectively, immediately prior to the Effective Time.

(c) At the Effective Time, the Continuing Bank shall be liable for all liabilities of the Bank and Central, and all deposits, debts, liabilities, obligations and contracts of the Bank and Central, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against in the balance sheets, books of account or records of the Bank or Central as the case may be, shall be those of the Continuing Bank, and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either the Bank or Central shall be preserved unimpaired.

### 4. Shareholders.

(a) At the Effective Time, Bancshares shall be allocated and shall be entitled to receive all shares of common stock of the Continuing Bank, including the 100 shares of Central common stock issuable hereunder.

(b) At the Effective Time, the Bank's voting common stock shall, ipso facto and without any further action on the part of Bancshares, Central or any other party, no longer represent capital stock of the Bank, and outstanding certificates representing shares of the Bank held by Bancshares shall thereafter solely represent the right to an aggregate of 100 shares of Continuing Bank \$10.00 par value common stock, all of which shall be allocated to Bancshares.

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5. Common Stock. At the Effective Time, the Continuing Bank shall have outstanding capital stock of \$1,010,100 divided into 101,100 shares of \$10.00 par value common stock, all of which shall be issued to Bancshares, and the Continuing Bank shall have surplus and retained earnings equal to the capital structure of Central immediately prior to the Effective Time, and all of the Bank's capital, surplus and retained earnings shall be retired and paid to Bancshares. All such amounts of surplus and retained earnings shall be adjusted for normal earnings and expenses, and for any accounting adjustments relating to the Merger provided for herein.

6. Board of Directors. At the Effective Time, the Board of Directors of the Continuing Bank shall consist of all persons shown on Exhibit A, who shall continue to serve as Continuing Bank directors until their successors are duly elected and qualified in accordance with the Continuing Bank's By-Laws.

7. Resulting Bank for Branching Purposes. Pursuant to the provisions of, and with the effect in, Code of Alabama, 1975 Section 5-7A-45, as amended, Central Bank of the South is hereby designated the "Resulting Bank", and Central Bank is hereby designated the "Reorganized Bank", as these terms are defined in such Section 5-7A-45.

8. Approvals. This Plan of Merger shall be submitted to the Bank and Central's shareholders, and shall be ratified and confirmed by the affirmative vote of the holders of at least a majority of the outstanding voting capital stock of each of the Bank and Central in accordance with applicable provisions of law and the respective Articles of Incorporation and By-Laws of the Bank and Central. The Bank and Central shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other actions, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger and any other transactions contemplated hereby, including, without limitation, any approvals of the Board of Governors of the Federal Reserve System and the Alabama Superintendent of Banks, which may be required.

9. Termination. This Plan may be terminated and abandoned by the Bank, Central or Bancshares at any time before the Effective Time of the Merger, either before or after the shareholders' votes by written notice to the other parties. Upon such termination, this Plan shall be void and of no further force and effect, and there shall be no liability for such termination by reason of this Plan on the part of any party hereto, or the directors, officers, employees, agents, or shareholders of any of them.

10. Amendment. This Agreement may be amended by the Boards of Directors of the Bank and Central only in a writing executed by the Bank, Central and Bancshares.

11. Counterparts. This Agreement may be executed in two or more identical counterparts, each of which when executed and delivered

by the parties hereto shall be an original, but all of which together shall constitute a single agreement.

12. Binding Effect; Governing Law. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of each party hereto, and shall be governed by and construed in accordance with the laws of the State of Alabama.

IN WITNESS WHEREOF, the Bank, Central and Bancshares have caused this Agreement to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written, and a majority of the entire Board of Directors of each of the Bank and Central have hereunto subscribed their names.

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ATTEST:

CENTRAL BANK

J. W. Powell  
Secretary

T. C. Brannon  
President

[CORPORATE SEAL]

A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS OF CENTRAL BANK

Harry B. Brock, Jr.  
Harry B. Brock, Jr.

Philip C. Jackson, Jr.  
Philip C. Jackson, Jr.

T. C. Brannon  
Terence C. Brannon

D. Paul Jones, Jr.  
D. Paul Jones, Jr.

W. Dan Puckett  
W. Dan Puckett

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STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

On this 21 day of September, 1987, before me, a Notary Public for the State and County aforesaid, personally came Terence C. Brannon, as President, and Jerry W. Powell, as Secretary, of Central Bank, an Alabama banking corporation and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said Corporation and the seal affixed thereto to be its seal; and came also Harry B. Brock, Jr., Terence C. Brannon, Philip C. Jackson, Jr., D. Paul Jones, Jr. and W. Dan Puckett, a majority of the entire Board of Directors of said Corporation, and each of them acknowledged said instrument to be the act and deed of said Corporation and of himself as a director thereof.

WITNESS my official seal and signature this day and year aforesaid.

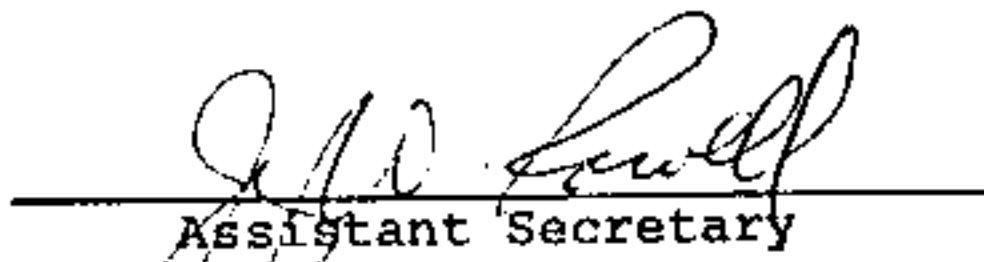
Linda L. Hand  
Notary Public

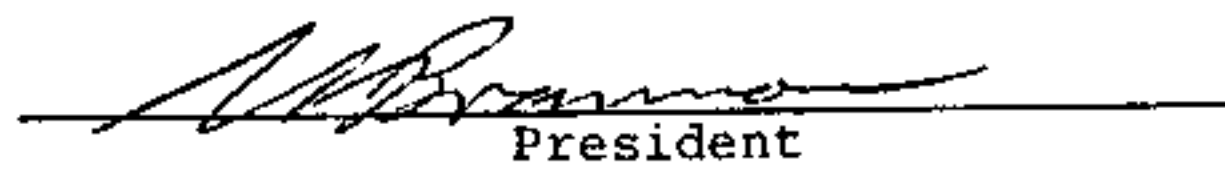
[NOTARIAL SEAL]

My Commission expires: 8/27/89

ATTEST:

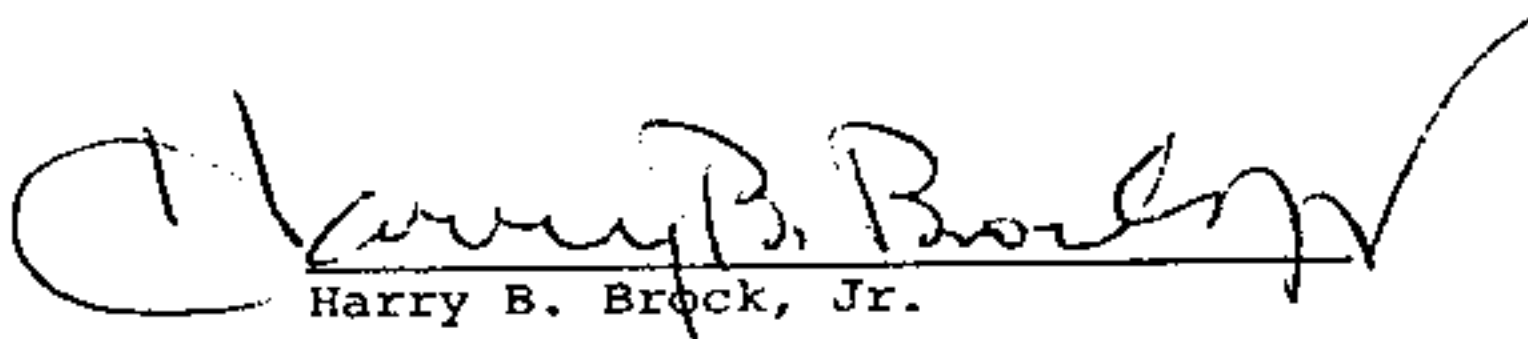
CENTRAL BANK OF THE SOUTH

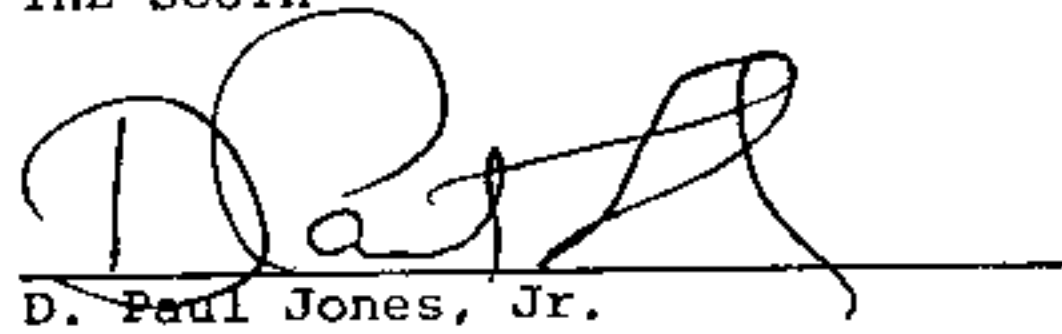
  
Assistant Secretary

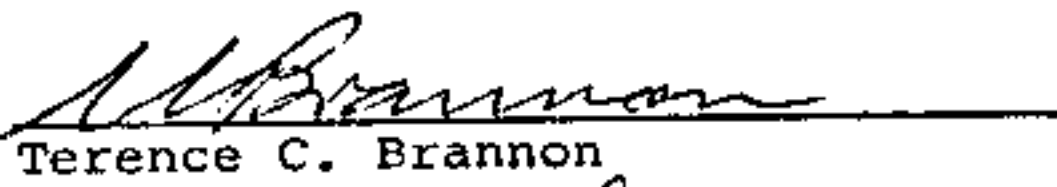
  
President

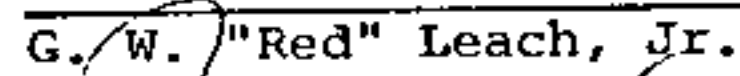
[CORPORATE SEAL]

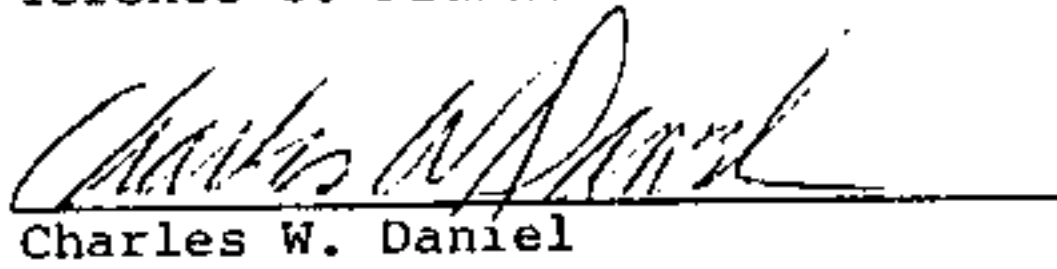
A MAJORITY OF THE ENTIRE BOARD OF DIRECTORS OF  
CENTRAL BANK OF THE SOUTH

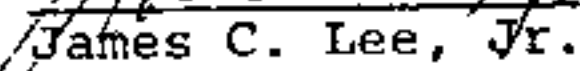
  
Harry B. Brock, Jr.

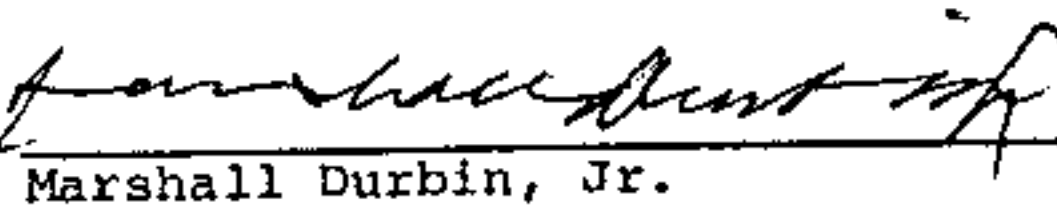
  
D. Paul Jones, Jr.

  
Terence C. Brannon

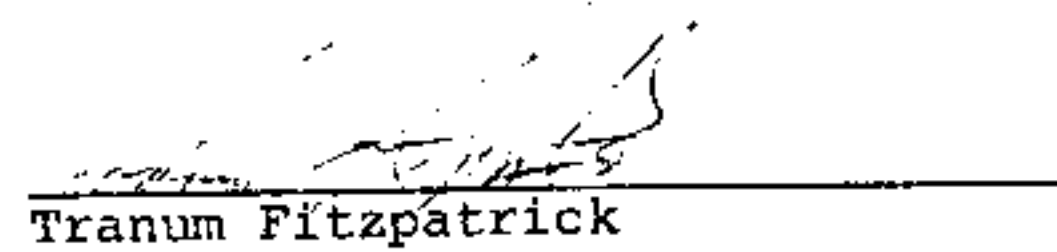
  
G. W. "Red" Leach, Jr.

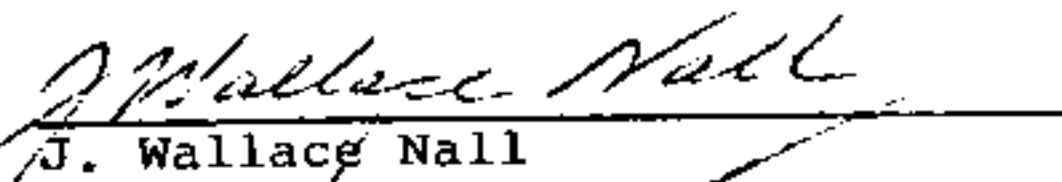
  
Charles W. Daniel

  
James C. Lee, Jr.


  
Marshall Durbin, Jr.

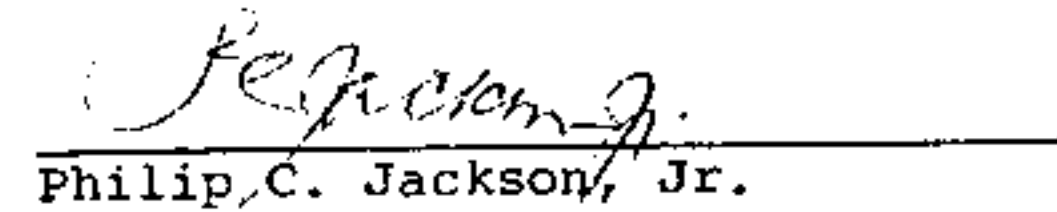
  
Goodwin L. Myrick

  
Tranum Fitzpatrick

  
J. Wallace Nall

  
John R. Israel

  
C. Wilson Taylor, Jr.

  
Philip C. Jackson, Jr.

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

On this 21 day of September, 1987, before me, a Notary Public for the State and County aforesaid, personally came Terence C. Brannon, as President, and Jerry W. Powell, as Assistant Secretary, of Central Bank of the South and each in his said capacity acknowledged the foregoing instrument to be the act and deed of said Corporation and the seal affixed thereto to be its seal; and came also Harry B. Brock, Jr. Terence C. Brannon, Charles W. Daniel, Marshall Durbin, Jr., Trnum Fitzpatrick, John R. Israel, Philip C. Jackson, Jr., D. Paul Jones, Jr., G. W. "Red" Leach, Jr., James C. Lee, Jr., Goodwin L. Myrick, J. Wallace Nall, and C. Wilson Taylor, Jr., a majority of the entire Board of Directors of said Corporation, and each of them acknowledged said instrument to be the act and deed of said Corporation and of himself as a director thereof.

WITNESS my official seal and signature this day and year aforesaid.

[NOTARIAL SEAL]

Reinde L Hand  
Notary Public

My Commission expires: 8/21/89

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ATTEST:

CENTRAL BANCSHARES OF THE SOUTH, INC.

J. W. Lowell  
Assistant Secretary

By A. B. Brown  
President

[CORPORATE SEAL]

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EXHIBIT A

DIRECTORS OF  
CENTRAL BANK OF THE SOUTH

Harry B. Brock, Jr.

Terence C. Brannon

Charles W. Daniel

Marshall Durbin, Jr.

Tranum Fitzpatrick

John R. Israel

Philip C. Jackson, Jr.

D. Paul Jones, Jr.

G. W. "Red" Leach, Jr.

James C. Lee, Jr.

Goodwin L. Myrick

J. Wallace Nall

C. Wilson Taylor, Jr.

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EXHIBIT 3

Superintendent of Banks  
State of Alabama  
Montgomery, Alabama

CERTIFICATE OF APPROVAL OF MERGER

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks for the State of Alabama, including certificates of all proceedings, showing that all requisite legal and corporate actions have been taken by Central Bank of the South, Birmingham, Alabama ("Central Bank"), and Central Bank, Cahaba Heights, Alabama ("Central"), in accordance with Sections 10-2A-140, 10-2A-142, 10-2A-143, and 5-7A-3, Code of Alabama 1975, to merge those two banks in accord with their Plan of Merger and Reorganization Agreement dated August 31, 1987, the continuing bank to operate under the name of Central Bank of the South.

NOW, THEREFORE, it is hereby found that the merger will be for the best interest of the institutions involved and it is hereby certified that the entire proceedings of the merger are approved in all respects on this 27th day of October, 1987.

IN TESTIMONY WHEREOF, witness my signature and official seal of office on this 27th day of October, 1987.

*Zack Thompson*

Zack Thompson  
Superintendent of Banks  
State of Alabama





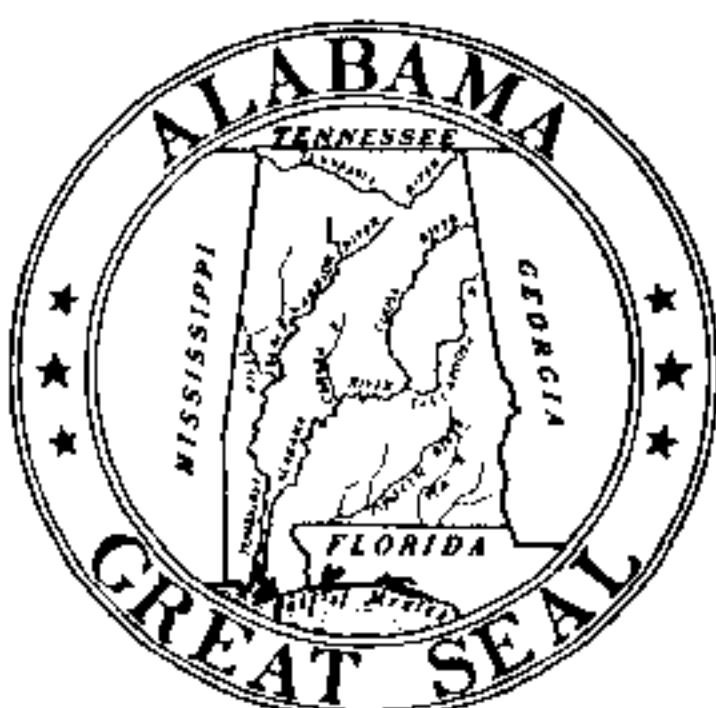
# STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Central Bank into Central Bank of the South, both Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Central Bank into Central Bank of the South

and attaches hereto a duplicate original of the Articles of Merger.



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.

December 11, 1987

Date

*Glen Browder*

Glen Browder

Secretary of State

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Secretary of State  
State of Alabama

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

I hereby certify that this is  
a true and complete copy of the  
document filed in this office on

1987 DEC 17 AM 8:19

December 11, 1987

*Thomas A. Browder, Jr.*  
JUDGE OF PROBATE

Dated 12-11-87  
*Glen Browder*

Rec 25.00  
Fees 1.00  
26.00

Secretary of State  
Glen Browder