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RESTATED ARTICLES OF INCORPORATION
OF
THE COLONIAL BANK - SHELBY COUNTY

Pursuant to the provisions of Section 10-2A-116 of the Code of Alabama, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation (the "Corporation") shall be:
"The Colonial Bank - 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

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 1,300,000, consisting of the following classes:

- (1) 1,000,000 shares of \$1.00 par value class A common stock ("Class A Common Stock").
- (2) 250,000 shares of \$1.00 par value class B common

✓
MILLER, HAMILTON, SNIDER & ODOM

ATTORNEYS & COUNSELLORS AT LAW

284 STATE STREET

POST OFFICE BOX 46

MOBILE, ALABAMA 36601

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stock ("Class B Common Stock"). Class B Common Stock shall have no voting rights except as required by Section 10-2A-112 of the Code of Alabama, 1975, shall not be entitled to any dividends or distributions on or in respect of Corporation Common Stock. Class B Common Stock shall have such other rights and shall be subject to such other limitations as provided herein.

(3) 50,000 shares of preferred stock, \$1.00 par value per share ("Preferred Stock").

4.02 In addition to the limitations contained in Section 4.01, the Class B Common Stock shall have no rights to participate in any profits of the Corporation, in any distribution upon the dissolution, liquidation or winding-up of the Corporation, or in any amounts or consideration with respect to Corporation Shares generally, except that each Class B Share shall entitle the holder to \$1.00 in cash upon the occurrence of any such event.

4.03 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 Capital Stock;

(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 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 Capital Stock 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 other sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or other classes of Capital Stock.

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.

4.04 Dividends upon all classes and series of Capital Stock, 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 Capital Stock may be paid in cash, property, or shares of any class or series of Capital Stock of the Corporation, as may be determined by resolution or resolutions of the Board of Directors.

4.05 Written restrictions on the transfer or registration of transfer of the Corporation's Capital Stock, 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 security or evidence of 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 treasury shares, 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 capital stock to the full extent of undivided profits, earned surplus, capital surplus or 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's capital stock, other securities or evidences of indebtedness are parties, restricting the transfer or registration of transfer of any or all shares of the Corporation's capital stock, 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 registered office shall be 4705 Meadowbrook Road, Birmingham, Shelby County, Alabama and its initial registered agent at such address shall be W. Patrick Riley.

ARTICLE VIII
DIRECTORS

The Corporation's Board of Directors shall consist of no less than five and no more than fifteen persons.

The foregoing restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

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Dated July 18, 1988.

The Colonial Bank - Shelby County

Harry Rice

BY: Harry Rice
Its President

Carlos Presnell

BY: Carlos Presnell
Its Cashier

STATE OF ALABAMA)
COUNTY OF MORGAN)

I, Sharon L. McCutcheon, a notary public, do hereby certify that on this 18th day of July, 1988, personally appeared before me HARRY RICE and CARLOS PRESNELL, who, being by me first duly sworn, declared that they are the President and Cashier of the corporation, and that the statements therein contained are true.

Sharon L. McCutcheon
Notary Public My Commission Expires 3-13-91

(NOTARIAL SEAL)

This instrument prepared by
Miller, Hamilton, Snider & Odom
Thomas P. Oldweiler
254 State Street
Post Office Box 46
Mobile, Alabama 36603
(205) 432-1414

0108D72/@2926

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SUPERINTENDENT OF BANKS
STATE OF ALABAMA
MONTGOMERY, ALABAMA
CERTIFICATE OF APPROVAL OF TRANSFER
OF PLACE OF BUSINESS

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, including certificates of all proceedings, showing that all requisite legal and corporate actions have been taken by Community Bank and Trust, located at Hartselle, Alabama in accordance with sections 5-7A-1, et seq. of the Code of Alabama 1975, to move its place of business to 4705 Meadowbrook Road, Birmingham, Shelby County, Alabama ("the Relocation"); said Relocation to become effective upon the filing of this Certificate with the Probate Judge of Shelby County, Alabama;

NOW, THEREFORE, AFTER CAREFUL INVESTIGATION, IT IS HEREBY FOUND THAT the Relocation would be wise and desirable and for the best interest of the institution affected and IT IS HEREBY CERTIFIED that the entire proceedings of the Relocation are approved in all respects on the 29th day of January, 1988.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of office on this 29th day of January, 1988.

Zack Thompson

Zack Thompson
Superintendent of Banks
State of Alabama



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JUDGE OF PROBATE SHELBY COUNTY, ALABAMA
RESTATED CERTIFICATE OF INCORPORATION
OF
THE COLONIAL BANK - SHELBY COUNTY

The undersigned, as Judge of Probate of Shelby County, Alabama, hereby certifies that Restated Articles of Incorporation of The Colonial Bank - Shelby County 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.

ACCORDINGLY, the undersigned, as such Judge of Probate and by virtue of the authority vested in him by law, hereby issues this Restated Certificate of Incorporation of The Colonial Bank - Shelby County and attaches hereto a certified copy of the Restated Articles of Incorporation.

Dated September 6th, 1988.

Thomas A. Snowden, Jr.

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

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

88 SEP -6 AM 8:01

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$ 25.00
Index Fee	1.00
TOTAL	26.00

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