

Resolution

Upon motion made and duly seconded, the Plan of Dissolution, Complete Liquidation, and Termination of Existence (the "Plan of Dissolution") of the Corporation, as previously approved by the Board of Directors of the Corporation, was approved by a vote of the shareholders.

The Plan of Dissolution reads as follows:

**Plan of Dissolution, Complete Liquidation, and
Termination of Existence
First American Bancshares, Inc. (the "Corporation")**

The following Plan of Dissolution, Complete Liquidation, and Termination of Existence of the Corporation (hereinafter called the "Plan") shall be effective only upon (i) the adoption and approval of the Plan at a special meeting of shareholders by the affirmative vote of the holders of record of two-thirds of the outstanding shares of the Corporation, and (ii) the closing of the sale of all of the capital stock of First American Bank of Pelham to National Bank of Commerce of Birmingham pursuant to the Stock Purchase Agreement dated December 14, 1993. The date of the satisfaction of the later of the preceding two conditions is hereinafter called the Effective Date.

1. **Dissolution.** As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Alabama.
2. **Cessation of business.** After the Effective Date, the Corporation shall not engage in any business activities except for the purposes of preserving the values of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors now in office and, at their pleasure, the officers, shall continue in office solely for these purposes.
3. **Payment of debts.** All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities, or other assets, a reserve fund in an amount estimated by the directors to be necessary for the payment of estimated expenses, taxes, and contingent liabilities (including expenses of dissolution, liquidation, and termination of existence and distribution of assets).
4. **Restrictions on transfer of shares.** The proportionate interests of shareholders in the assets of the Corporation shall be fixed on the basis of their respective shareholdings at the close of business on the Effective Date of the Plan. At such time the books of the Corporation shall be closed. Thereafter, unless the books are reopened because the Plan cannot be carried into effect under the laws of the State of Alabama, or otherwise, the shareholders' respective interests in the assets shall not be transferable by the negotiation of share certificates.
5. **Liquidation of assets.** All assets remaining, after the payment of liabilities and setting aside of reserves pursuant to paragraph 3 above, shall be converted into cash at public or private sale and shall be distributed to shareholders in accordance with paragraphs 6 and 7 below, provided that all or substantially all of such distributions to shareholders shall be made within one (1) year after the date of the sale of the assets of the Corporation.

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6. **Right to liquidating distribution.** As soon as possible after the Effective Date of the Plan, each shareholder of record shall be given notice to deliver to the Corporation, the certificates representing all the Corporation's shares owned by such shareholder as of the close of business on the Effective Date of the Plan. Such delivery of certificates shall be made for the purpose of notation thereon of the distribution in liquidation, and the certificates will be returned to the owners thereof together with the cash distributable to shareholders in accordance with paragraph 7 below. The cash of the Corporation as determined under paragraph 5 above shall be divided among the shareholders on a pro rate basis.

7. **First Distribution.** On the Effective Date or as soon as practicable thereafter, the Corporation will distribute to the shareholders the cash to be distributed as determined under paragraph 5 above. All cash distributable to the shareholders will be distributed as soon as practicable within the calendar month beginning with the Effective Date to those shareholders who have delivered their certificates representing shares of the Corporation as provided in paragraph 6 above. The remainder of such cash will be held for the account of those shareholders who have not delivered their share certificates, to be paid to such shareholders upon delivery of their share certificates. No interest shall accrue at any time on any cash held for distribution.

8. **Final liquidating distribution.** At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of effecting and administering the Plan, and that there is no further need for the reserve fund established pursuant to paragraph 3 above, the directors shall distribute any amount remaining in such fund to the shareholders, or their assignees, on a pro rata basis, or, if there is no amount remaining, shall certify that fact to the Shareholders.

9. **Power of board of directors.** The Board of Directors and, if authorized by the directors, the officers, shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information returns, tax returns, and other documents which may be necessary or appropriate to implement the Plan. The directors may authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effectuate the dissolution, complete liquidation, and termination of existence of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of Alabama. The death, resignation, or other disability of any director or officer of the Corporation shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the Plan. Upon such death, resignation, or other disability, the surviving or remaining director(s), or, if there be none, the surviving or remaining officer(s), shall have authority to fill the vacancy or vacancies so created, but the failure to fill such vacancy or vacancies shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the plan.

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

FIRST AMERICAN BANCSHARES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of FIRST AMERICAN BANCSHARES, INC., duly signed and verified pursuant to the provisions of Section 10-2A-190 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 DISSOLUTION of FIRST AMERICAN BANCSHARES, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION.

GIVEN Under My Hand and Official Seal on this the 17th day of

AUGUST, 19 94.

Thomas A. Snowden, Jr.
Judge of Probate

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