

AFFIDAVIT AND CERTIFICATE  
OF CORPORATE SECRETARY  
OF  
UNION PLANTERS BANK OF ALABAMA

STATE OF ALABAMA     )  
                              )  
MORGAN COUNTY        )

BEFORE ME, the undersigned authority, in and for said County, in said State, on this day personally appeared Miles A. Wright, who is known to me, and who, after being first duly sworn, deposed and said:

My name is Miles A. Wright, and I am the Corporate Secretary and Executive Vice President of Union Planters Bank of Alabama, a state banking corporation organized under the laws of the State of Alabama, whose principal office and place of business is now located at 255 Grant Street, S.E., Decatur, AL 35601. There, and in my capacity as the Bank's Corporate Secretary, I am the legal custodian of its official corporate books and records, and I, accordingly, certify that:

Included in such corporate books and records in my custody are a certificate from the Alabama Secretary of State, dated December 1, 1996, reserving unto me the exclusive use of the Bank's corporate name and its original executed Articles of Incorporation filed for record in the Office of the Judge of Probate of Morgan County, Alabama, true and correct copies of which are attached as Exhibit "A", to this Affidavit. Union Planters Bank of Alabama is the state chartered bank which resulted from the conversion and relocation of the Main Office, of Valley Federal Savings Bank, a federally chartered savings bank, under the laws of the United States of America, with its main office in Sheffield, Colbert County, Alabama, the conversion of BANKFIRST, a federal savings bank, also a federally chartered bank, having its main office in Decatur, Morgan County, Alabama, and their merger with BankAlabama - Huntsville, a state bank, in accord with Articles of Merger adopted pursuant to Plans of Merger dated September 17, 1996, made by, between and among BANKFIRST, a federal savings bank, Valley Federal Savings Bank, a federal savings bank, and BankAlabama - Huntsville, an Alabama state bank.

A copy of said Articles of Merger of BANKFIRST into Union Planters Bank of Alabama, according to the Plan of Merger thereof, attached, certified by the Secretary of State of Alabama, was duly filed for record in the Office of the Judge of Probate of Morgan County, Alabama, on February 6, 1997, and there appear of record in Corporate Book 55, at Pages 240-270, inclusive. Copies of said Articles of Merger of BankAlabama - Huntsville into Union Planters Bank of Alabama, certified by the Alabama Secretary of State, and including its Plan of Merger, were duly filed for record in the Office of the Judge of Probate of Morgan County, Alabama, on February 6, 1997, in Corporate Book 55, Pages 210 through 239-A, inclusive, and another certified copy of said Articles of Merger of BankAlabama - Huntsville into Union Planters Bank of Alabama was also filed for record in the Office of the Judge of Probate of Madison County, Alabama, on February 20, 1997, and there appear of record in Corporate Book 154, Pages 237 through 267, inclusive.

Inst # 1997-19816

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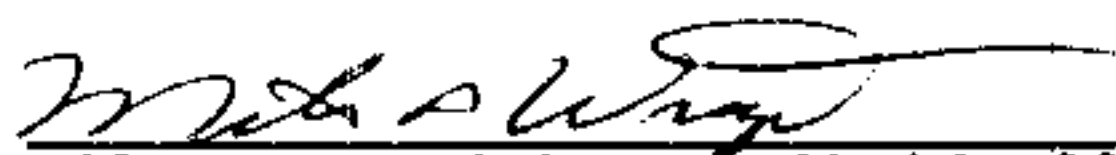
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10:19 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 NCD 18.50

Inst # 1997-19816

This Affidavit is given by Affiant with respect to the ownership, and titles to the lands, property, mortgages, and all assets owned by the entities formerly known and designated as Valley Federal Savings Bank, BANKFIRST, a federal savings bank, and BankAlabama - Huntsville, and as evidence that they are now one and the same corporate entity as Union Planters Bank of Alabama, the successor of each by conversion of charter and/or merger, and for the recordation of this Affidavit and Certificate in the Offices of the Judges of Probate, of Colbert County, Alabama, and other offices, within and without the state of Alabama, where there may be filed or recorded any mortgages, deeds, deeds of trust, liens, security agreements, or other documents concerning the assets and properties of Union Planters Bank of Alabama, and its predecessors, under prior names.

IN WITNESS WHEREOF, I have executed this Affidavit, individually, and as Corporate Secretary and Executive Vice President of said Bank, certify the same to be true and correct, and affix the Corporate Seal of said Bank.

(CORPORATE SEAL)

  
Miles A. Wright, Individually,  
and as Corporate Secretary and  
Executive Vice President of  
Union Planters Bank of Alabama

SUBSCRIBED AND SWORN to  
before me this 1<sup>st</sup> day  
of April, 1997.

  
Notary Public

My Commission Expires:

4-15-2000

(NOTARY SEAL)

**ARTICLES OF INCORPORATION  
UNION PLANTERS BANK OF ALABAMA  
(formerly Valley Federal Savings Bank)**

The undersigned, directors of a banking corporation to carry on the business of banking under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

1. This bank is incorporated by a plan of conversion from a federal savings bank.
2. The name of this banking corporation shall be "UNION PLANTERS BANK OF ALABAMA".
3. The main office of the corporation shall be located at 255 Grant Street, S.E., Decatur, Alabama.
4. The corporation's registered agent is Miles A. Wright.
5. The corporation's registered office for service of process is at 255 Grant Street, S.E., Decatur, Alabama.
6. The corporation is organized for the purpose of carrying on the business of banking pursuant to and in accordance with the Alabama Banking Code, the Alabama Business Corporation Act, and all other laws now or hereafter applicable, and to do and have the powers to do all things necessary or incidental to carry out and effect the corporation's purpose.
7. The authorized amount of common voting stock which the corporation shall have the authority to issue is One Million (1,000,000) shares with par value of 1/100 Dollars (\$0.01) per share.
8. The names and addresses of the initial incorporators and members of the Board of Directors are as follows:

Billy Don Anderson  
P.O. Box 430  
Sheffield, Alabama 35660

Dr. W. David White  
1503 Apache Lane, S.E.  
Decatur, Alabama 35601

William R. Collins  
312 Clinton Avenue  
Huntsville, Alabama 35801

Philip W. Bentley, Jr.  
P.O. Box 7169  
Huntsville, Alabama 35807

EXHIBIT "A" TO AFFIDAVIT OF  
MILES A WRIGHT

William D. Powell  
255 Grant Street S.E.  
Decatur, Alabama 35601

Ernest M. Smith, Jr.  
1610 Brookmeade Rd., S.E.  
Decatur, Alabama 35601

Virginia S. Calvin  
200 Shady Lane  
Athens, Alabama 35611

Harvey Robbins  
1748 Mountview Lane  
Tuscumbia, Alabama

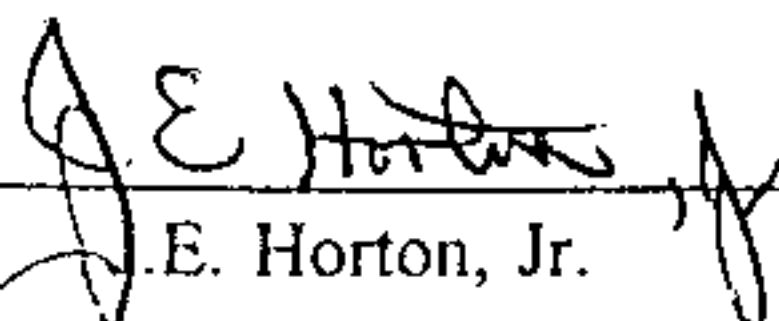
J.E. Horton, Jr.  
27514 Old Highway 20  
Madison, Alabama 35758


Dr. James E. Campbell  
258 Berkley Road  
Gurley, Alabama 35748

Ed Estes  
100 Riverbend Road  
Sheffield, Alabama

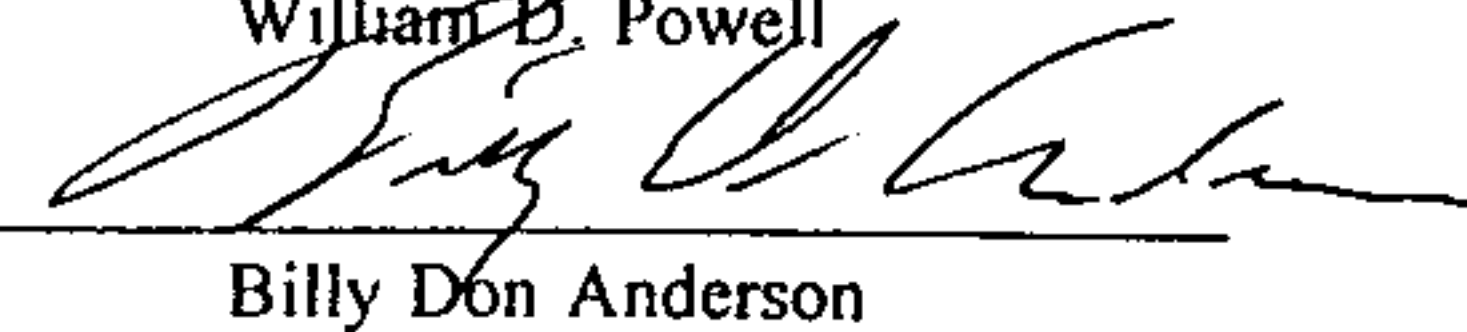
9. These Articles of Incorporation supersede the corporation's Charter and all prior amendments and restatements thereto and shall become effective immediately upon being duly filed with the Judge of the Probate Court of Morgan County, Alabama.

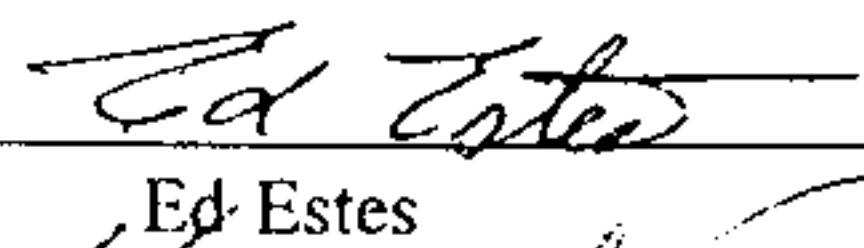
IN WITNESS WHEREOF, we have hereunto set our hands this 26 day of November, 1996.

  
J.E. Horton, Jr.

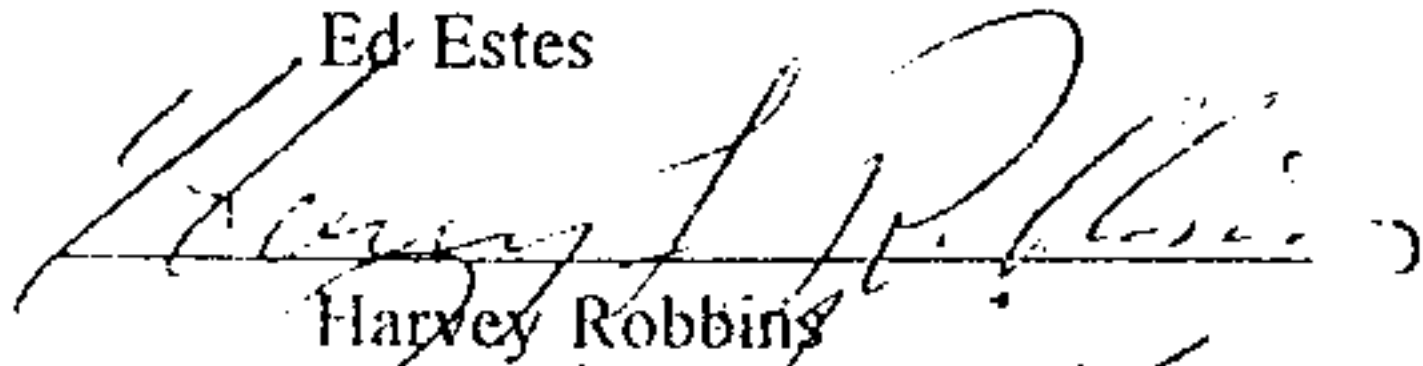
  
William D. Powell


  
Virginia S. Calvin

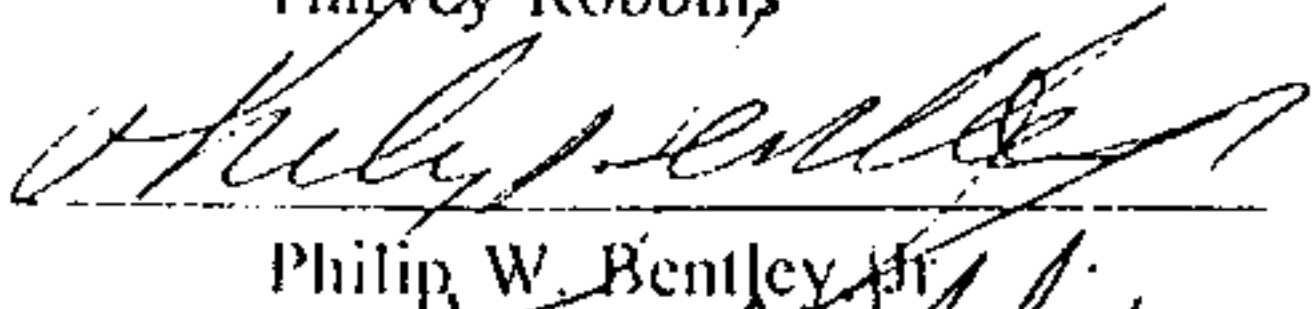
  
Billy Don Anderson

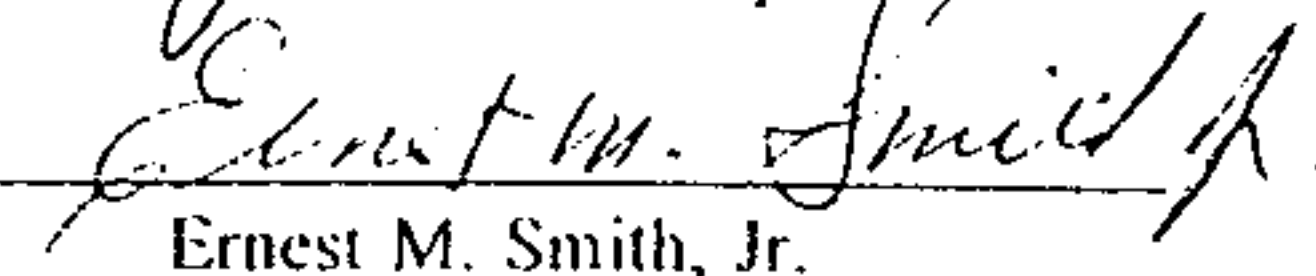
  
Ed Estes


  
William R. Collins

  
Harvey Robbins

  
Dr. James E. Campbell

  
Philip W. Bentley Jr.

  
Ernest M. Smith, Jr.

  
Dr. W. David White

REC  
DEC

1996 DEC 12

INST  
MORGAN

# STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Union Planters Bank of Alabama

This domestic corporation name is proposed to be incorporated in Morgan County and is for the exclusive use of Miles A Wright, 255 Grant Street S E, Decatur, AL 35601 for a period of one hundred twenty days beginning December 4, 1996 and expiring April 4, 1997.

1997-19816

06/25/1997-19816  
10:19 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 NCD 18.50

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 4, 1996

Date



Jim Bennett

Secretary of State

