

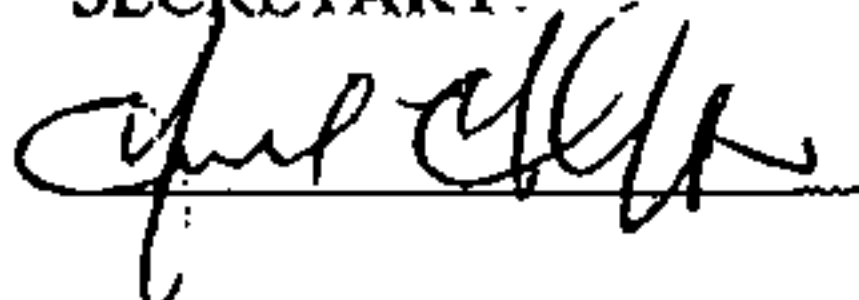
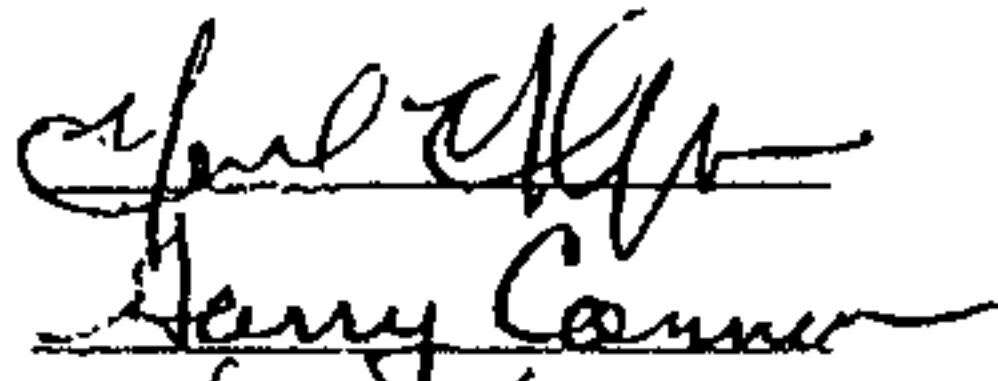

**FIRST BANK OF CHILDERSBURG
ANNUAL STOCKHOLDERS MEETING
JANUARY 18, 2000**


The Annual Stockholders Meeting of the First Bank of Childersburg was held at the main office in Childersburg, Alabama on January 18, 2000 at 9:30 AM. Chairman of the Board of Directors Bruce T. Weathers presided over this meeting.

Mr. Weathers called the meeting to order at 9:31 AM, and presented the "Notice of Annual Meeting of Shareholders" that was mailed to shareholders of record as of December 31, 1999. The first item of business on the Notice was to re-elect the current five members of the Board of Directors of the Bank. Mr. Weathers asked the Board Secretary, Howard H. Piper, for a report of votes taken. Mr. Piper presented his report (a copy of which is attached), totaling 195,644 shares present; all votes were via proxy. Total votes in favor of re-election were 195,444 with 200 shares abstaining. Based on these totals, 98.48% of the voting shares were in favor of re-election. Mr. Weather declared this motion passed and announced the Board members were re-elected.

Mr. Weathers then asked if there was any other business to come before the meeting. Hearing no other issues raised, Mr. Weathers asked for a motion to adjourn, which was made by Secretary Howard Piper. Board member Garry Cannon seconded this motion; Mr. Weathers declared the meeting adjourned.

SECRETARY:



Inst # 2001-51418

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11/28/2001-51418
08:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 CH 26.00

**FIRST BANK OF CHILDERSBURG
CHILDERSBURG, ALABAMA**

**SPECIAL MEETING OF SHAREHOLDERS
OCTOBER 8, 1999**

Meeting Agenda

- | | | |
|-------------|--|-------------------------------|
| I. | Welcome | Chairman |
| II. | Introduction of Proposed Directors | Secretary/Mr. Weathers |
| III. | Vote of Shareholders to Elect Directors | Chairman |

The Chairman will ask if there are any shareholders present who wish to vote in person or who wish to change their proxy. If there are none, he may announce the vote.

- | | | |
|------------|-----------------------|-----------------|
| IV. | Other Business | Chairman |
|------------|-----------------------|-----------------|

The Chairman should ask if there is any other business which may properly come before the special meeting of shareholders. If not, the meeting should be declared adjourned.

**SECRETARY'S CERTIFICATE
FIRST BANK OF CHILDERSBURG, INC.**

The undersigned Howard Piper, as acting secretary of First Bank of Childersburg, Inc., an Alabama Banking Corporation ("First Bank"), hereby certifies as follows:

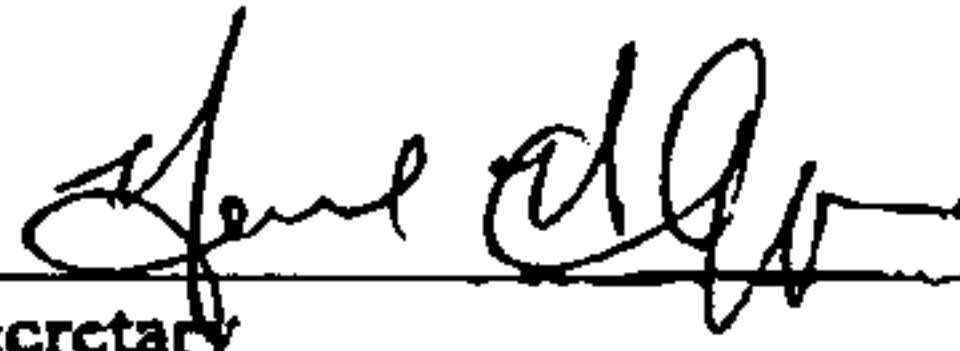
1. I am the duly appointed and acting Secretary of First Bank.
2. The special meeting of the Shareholders at First Bank ("Special Meeting") was held on October 8, 1999 for the purpose, among other things, of considering and voting upon, the removal of the presently serving and now acting directors, and the election of replacement directors, which removal and election are subject to approval of the Federal Deposit Insurance Corporation and the Alabama Banking Department
3. There are 250,000 shares of First Bank common stock, par value \$1.00 per share (the "Common Stock"), authorized and 198,454 shares of the common stock outstanding.
4. As to the 198,454 votes represented by the common stock entitled to notice of and to vote at the special meeting, an excess of a majority of such votes were present in person or were represented by proxy, at the Special Meeting, and, accordingly, there existed the requisite quorum for the transaction of business at the Special Meeting.
5. The processing and tabulation of return ballots and proxies for the Special Meeting was supervised by the undersigned or one or more properly designated inspectors, and properly signed ballots and proxies covering 195,934 shares of the 198,454 shares entitled to vote, were received, and said ballots and proxies contained voting instructions as follows:

- a. To remove the presently serving and now acting directors, and to elect the following individuals to the Board of Directors of the Bank, subject to the approval of the Federal Deposit Insurance Corporation and the Alabama Department of Banking:

Brenda F. Barnes Howard H. Piper Leslie Wayne Whisman
Gary Wayne Cannon Bruce T. Weathers

	Proxies	Ballots	Total
For	195,934	0	195,934
Against	0	0	0
Abstain	0	0	0

Given this the 8th day of October, 1999.


Secretary
First Bank of Childersburg

**FIRST BANK OF CHILDERSBURG
CHILDERSBURG, ALABAMA**

**Notice of Special Meeting of Stockholders
to be held
October 8, 1999**

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of First Bank of Childersburg ("First Bank"), called pursuant to Article II, Section 1 of the Bylaws of the Bank by the Bank's majority stockholder, Marion E. Lowery, will be held at the Bank's office at 120 8th Avenue, S.W., Childersburg, Alabama, on Friday, October 8, 1999, at 9:30 a.m. local time. Only shareholders of record at the close of business on September 27, 1999 (the "Record Date"), will be entitled to notice of and to vote at the Special Meeting. All shareholders of the Bank are invited to attend the Special Meeting in person. The purpose of the meeting is to conduct the following business:

1. To elect the following individuals to the Board of Directors of the Bank:

**Brenda F. Barnes
Garry Wayne Cannon
Howard Herren Piper
Bruce T. Weathers
Leslie Wayne Whisman**

2. To conduct such other business as may properly come before the meeting.

WHETHER YOU PLAN TO ATTEND THE MEETING OR NOT, PLEASE SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT IN THE ACCOMPANYING ENVELOPE AS PROMPTLY AS POSSIBLE. THE PROXY MAY BE REVOKED AT ANY TIME BY GIVING WRITTEN NOTICE OF REVOCATION TO THE SECRETARY TO THE BOARD OF DIRECTORS, BY DELIVERING A DULY EXECUTED PROXY BEARING A LATER DATE, OR BY ATTENDING THE MEETING AND VOTING IN PERSON.

By order of the Board of Directors:



Secretary

September 27, 1999

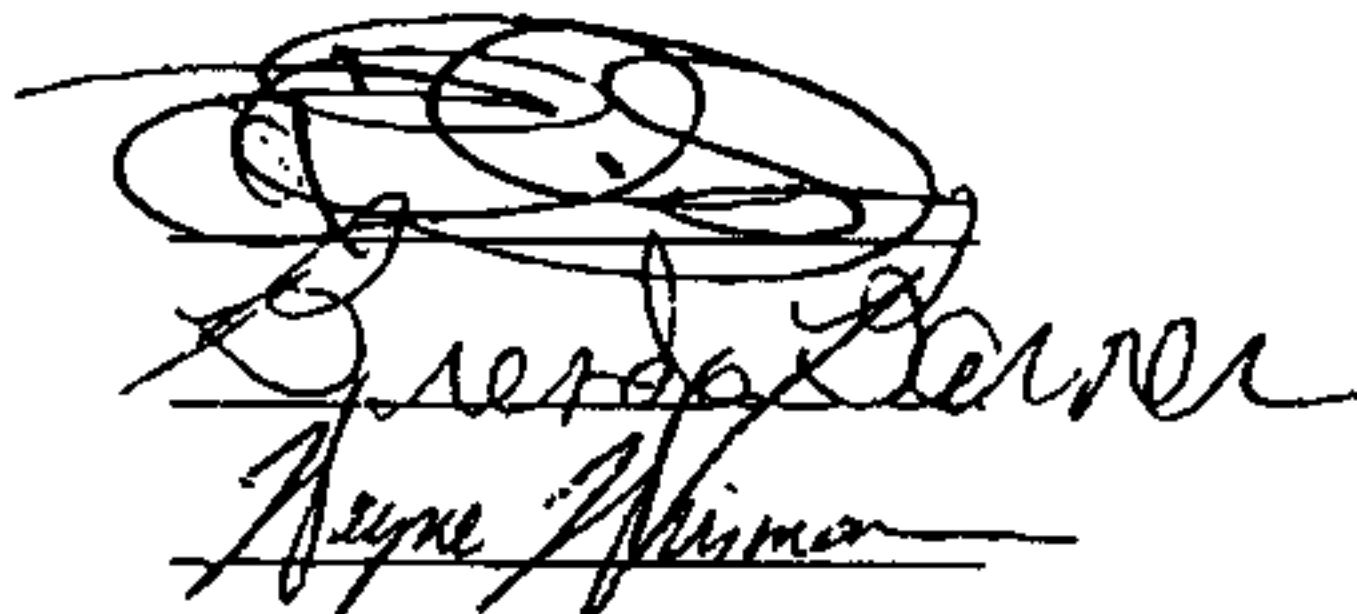
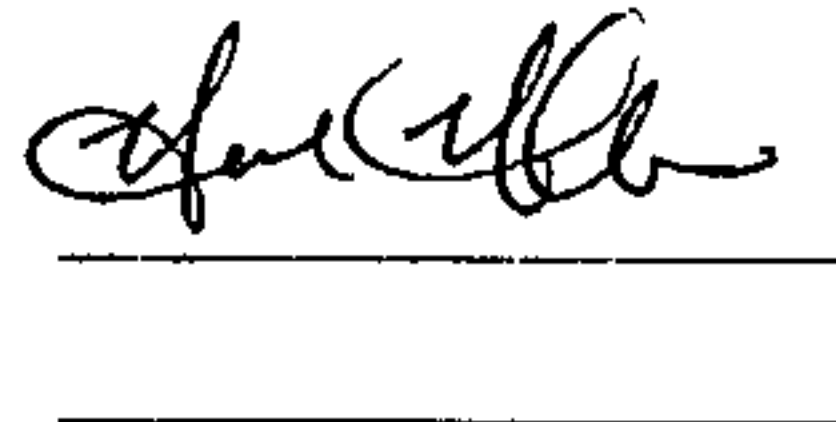
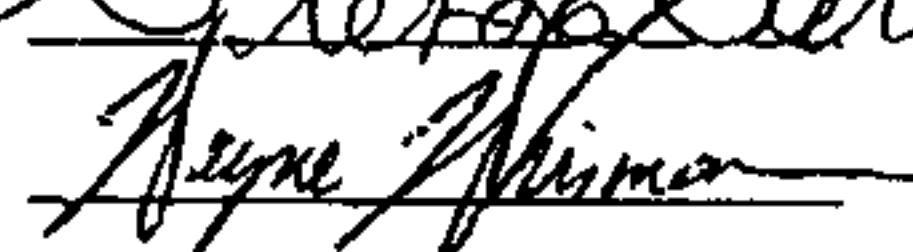
**FIRST BANK OF CHILDERSBURG
ANNUAL STOCKHOLDERS MEETING
JANUARY 11, 2001**

The Annual Stockholders Meeting of the First Bank of Childersburg was held at the Bank's office in Chelsea, Alabama on January 11, 2001 at 10:00 AM. Chairman of the Board of Directors Bruce T. Weathers presided over this meeting.

Mr. Weathers called the meeting to order at 10:01 AM, and presented the "Notice of Annual Meeting of Shareholders" that was mailed to shareholders of record as of December 31, 2000. Per this Notice there were two items of business to be conducted during the meeting: the first item was to re-elect the current four members of the Board of Directors of the Bank; secondly, Dr. Charles Edmonds had been nominated as a fifth Board member. Mr. Weathers asked the Board Secretary, Howard H. Piper, for a report of votes taken. Mr. Piper presented his report (a copy of which is attached), totaling 498 shares present; all but eight votes were via proxy. Total votes in favor of re-election were 498 with no votes against and no votes abstaining. Based on these totals, 100.0% of the voting shares were in favor of re-election. Mr. Weather declared these motions passed and announced the Board members were re-elected, with new member Charles Edmonds to be added.

Mr. Weathers then asked if there was any other business to come before the meeting. Hearing no other issues raised, Mr. Weathers asked for a motion to adjourn, which was made by Secretary Howard Piper. Board member Wayne Whisman seconded this motion; Mr. Weathers declared the meeting adjourned.

SECRETARY:

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