

20060222000086040 1/6 \$25.00
Shelby Cnty Judge of Probate, AL
02/22/2006 02:10:09PM FILED/CERT

ARTICLES OF MERGER

of

AMSOUTH RIVERCHASE, INC.

into

2 0 0 6 0 1 / 9 3 2 4

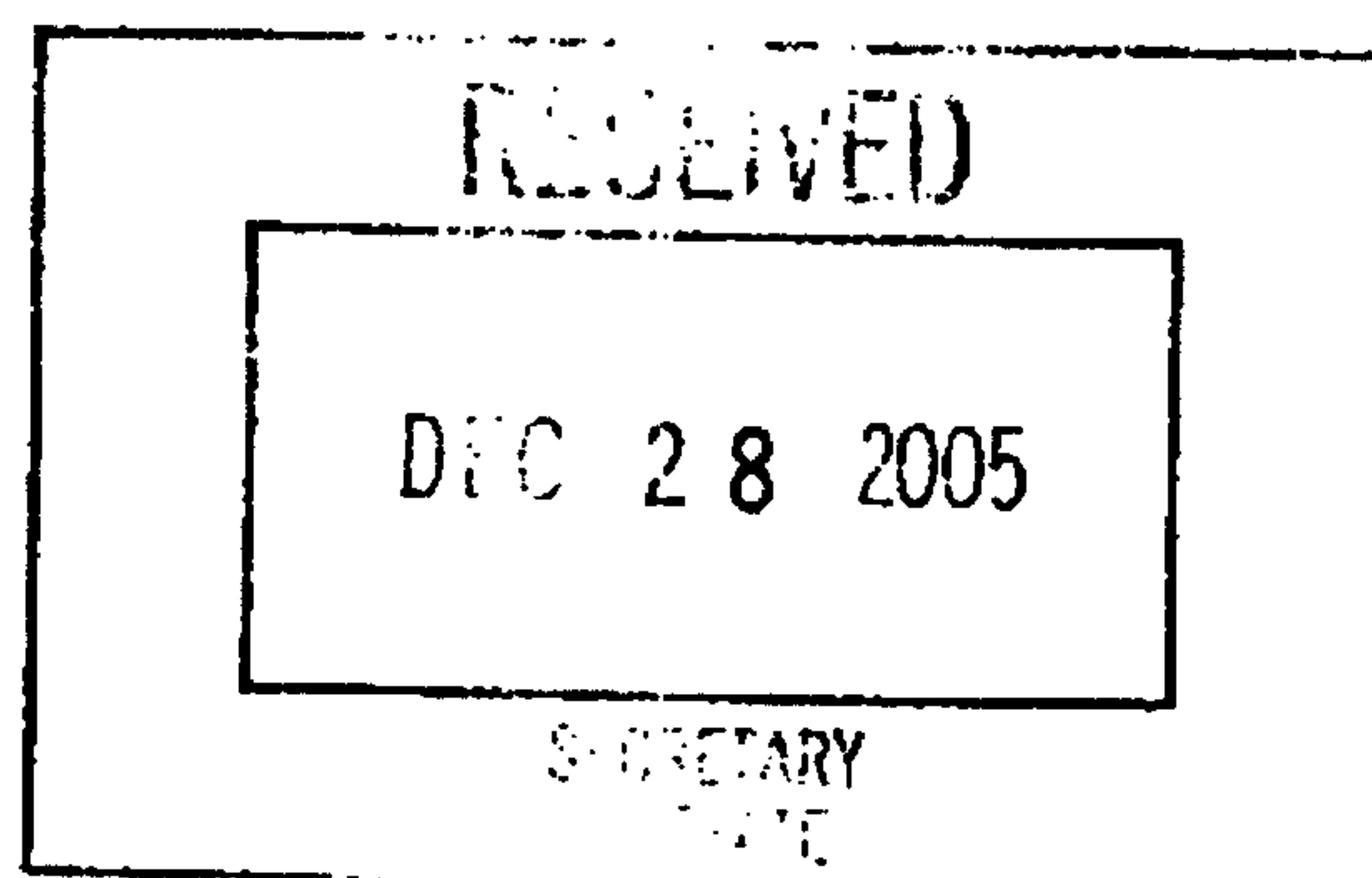
AMSOUTH BANK


Pursuant to Sections 10-2B-11.04 and 10-2B-11.05 of the Alabama Business Corporation Act, as amended (the "ABCA"), and with the effect provided in Section 10-2B-11.06 of the ABCA, the undersigned entity adopts and delivers for filing the following Articles of Merger for the purpose of merging AmSouth Riverchase, Inc., an Alabama corporation ("Riverchase"), with and into AmSouth Bank, an Alabama banking corporation (the "Bank"), with the surviving corporation named "AmSouth Bank" (the "Merger"):

- FIRST: The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the board of directors of Riverchase in the manner prescribed by the ABCA and by the board of directors of the Bank in the manner prescribed by the ABCA.
- SECOND: Shareholder approval was not required with respect to either party to the Merger, pursuant to Section 10-2B-11.04 of the ABCA.
- THIRD: The Articles of Incorporation of the Bank are filed with the Judge of Probate, Walker County, Alabama. The Articles of Incorporation of Riverchase are filed with the Judge of Probate, Jefferson County, Alabama.
- FOURTH: The effective date and time of these Articles of Merger shall be December 31, 2005 at 11:59 p.m. Central Time.

DATED as of the 22nd day of December, 2005.

AMSOUTH BANK



By: 
Name: John McGowan
Title: Senior Vice President



20060222000086040 2/6 \$25.00
Shelby Cnty Judge of Probate, AL
02/22/2006 02:10:09PM FILED/CERT

Exhibit A

Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") dated as of this 22nd day of December, 2005 is by and between AMSOUTH RIVERCHASE, INC., an Alabama corporation ("Riverchase"), and AMSOUTH BANK, an Alabama banking corporation ("the Bank").

WHEREAS, the Bank owns 100% of the outstanding shares of stock of Riverchase;

WHEREAS, the parties desire for the Bank to succeed to the properties and other assets, and to assume all of the liabilities and obligations, of Riverchase by means of a merger of Riverchase into the Bank, with the Bank being the surviving entity of such merger, in accordance with Section 10-2B-11.04 of the Alabama Business Corporation Act; and

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements set forth herein, the parties do adopt and agree to this Plan of Merger:

1. Merger. (a) Subject to the provisions hereof, Riverchase shall be merged with and into the Bank (the "Merger"), and the Bank shall be the surviving entity of the Merger (sometimes hereinafter referred to as the "Surviving Entity" when reference is made to it after the Effective Time of the Merger (as defined below)). The name of the Surviving Entity shall be AmSouth Bank, and the business of the Surviving Entity shall be that of an Alabama banking corporation. This business shall be conducted by the Surviving Entity at its main office, which shall be located in Birmingham, Alabama and at its legally established branches.

(b) The Merger shall be effective on December 31, 2005 at 11:59 p.m. Central Time or at such other date and time as the Bank and Riverchase may mutually designate (the "Effective Time of the Merger"); provided, however, that the Merger shall not occur and shall not be effective unless and until any regulatory approvals required in order to consummate the Merger shall have been obtained and continue to be in full force and effect, and all waiting and notice periods under applicable law shall have expired.

2. Effect of Merger. At the Effective Time of the Merger, Riverchase shall be merged with and into the Bank and the separate existence of Riverchase shall cease. All of the shares of capital stock of Riverchase issued and outstanding as of the Effective Time of the Merger, and all rights in respect thereof, shall be canceled. The shares of capital stock of the Bank outstanding immediately prior to consummation of the Merger shall constitute the only outstanding shares of capital stock of the Surviving Entity following consummation of the Merger.

3. Conveyance. All assets of Riverchase and the Bank as they exist at the Effective Time of the Merger shall pass to, and vest in, the Surviving Entity without any conveyance or other transfer. The Surviving Entity shall be responsible for all the liabilities of every kind and description of each of the Bank and Riverchase existing as of the Effective Time of the Merger.

4. Board of Directors and Officers; Articles of Incorporation; Bylaws. The present Board of Directors and Officers of the Bank shall continue to serve as the Board of Directors and Officers of the Surviving Entity until the next annual meeting or until such time as their successors have been elected and have qualified. At the Effective Time of the Merger, the Articles of Incorporation and the Bylaws of the Surviving Entity shall be the Articles of Incorporation and Bylaws of the Bank as in effect immediately prior to the Merger.

5. Entire Agreement. This Plan (including any documents or instruments referred to herein) constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof.

6. Assignment. Neither this Plan nor any of the rights, interests or obligations hereunder shall be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other party.

7. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Alabama (without respect to its conflicts of laws principles).

20060222000086040 5/6 \$25.00
Shelby Cnty Judge of Probate, AL
02/22/2006 02:10:09PM FILED/CERT

State of Alabama - Jefferson County
I certify this instrument filed on:
2006 JAN 20 10:54:25:90AM


Recorded and \$
and \$ 26.00
\$ 26.00
Mtg. Tax
Deed Tax and Fee Amt.
Total \$ 26.00

MARK GAINES, Judge of Probate
200601/9324

Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on December 28, 2005
DATE December 28, 2005

Secretary of State
[Signature]


20060222000086040 6/6 \$25.00
Shelby Cnty Judge of Probate, AL
02/22/2006 02:10:09PM FILED/CERT

State of Alabama
Jefferson County

I, the Undersigned, as Judge of Probate Court in and
for Jefferson County, Alabama, hereby certify that
the foregoing is a full, true and correct copy of the
instrument with the filing of same as appears of record
in this office. Given under my hand and official seal,
this the 17 day of Feb. 2006.

Mark James
JUDGE OF PROBATE