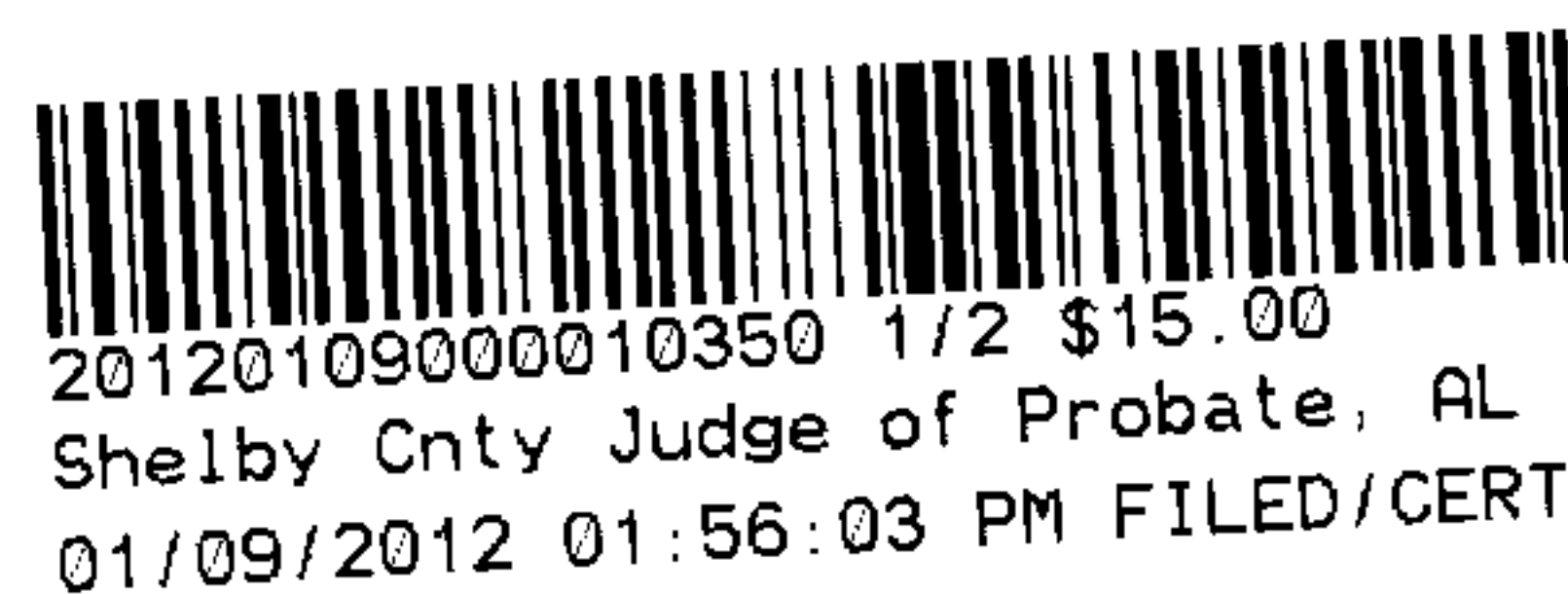


**AFFIDAVIT OF MERGER**

**SUPERIOR BANK, NATIONAL ASSOCIATION AND  
CADENCE BANK, NATIONAL ASSOCIATION**

STATE OF ALABAMA §

COUNTY OF JEFFERSON §

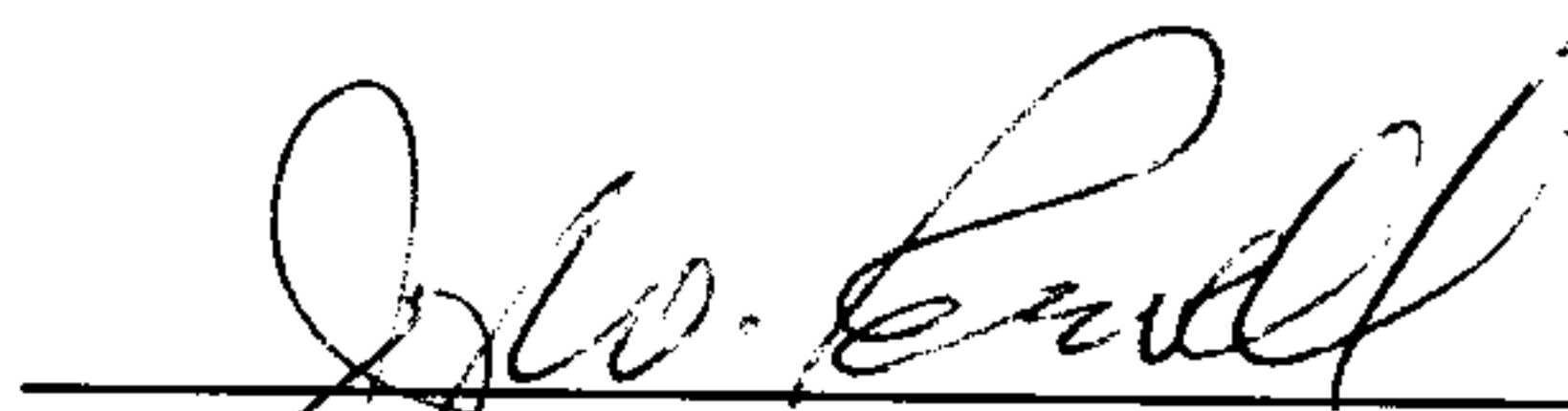


I, Jerry W. Powell, hereby certify that I am the Secretary of Cadence Bank, National Association, a national banking association organized and existing under the laws of the United States of America (the "Bank"), and I further certify as follows:

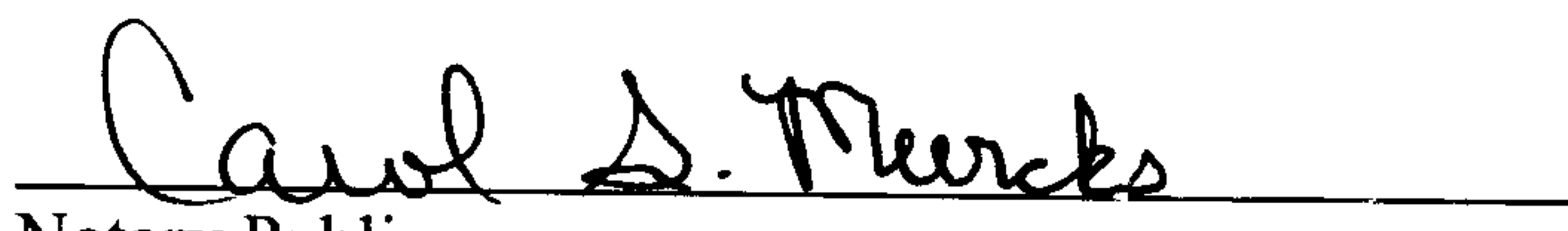
1. Attached as Exhibit A is a true and correct copy of the official certification from the Office of the Comptroller of the Currency, Administrator of National Banks, dated November 18, 2011, certifying the merger of Superior Bank, National Association, Tampa, Florida, into Cadence Bank, National Association, Birmingham, Alabama, with Cadence Bank, National Association (Charter Number 3656) being the surviving charter of such merger, effective the close of business November 10, 2011.
2. As a result of the merger described above, Cadence Bank, National Association is the successor to Superior Bank, National Association.
3. The main office of Cadence Bank, National Association is 17 20<sup>th</sup> Street North, Birmingham, Alabama 35203.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of November, 2011.

Executed by:

  
\_\_\_\_\_  
Jerry W. Powell,  
Secretary

SUBSCRIBED AND SWORN TO before me this 18th day of November, 2011.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10-6-14



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Shelby Cnty Judge of Probate, AL  
01/09/2012 01:56:03 PM FILED/CERT

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**Comptroller of the Currency  
Administrator of National Banks**

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Southern District Licensing  
1600 Lincoln Plaza  
500 North Akard  
Dallas, Texas 75201-3323

November 18, 2011

Annette L. Tripp  
Sutherland Asbill & Brennan LLP  
1001 First City Tower, Suite 3700  
Houston, TX 77002-6760

Re: Merger of Superior Bank, National Association, Tampa, Florida with and into Cadence Bank, National Association, Starkville, Mississippi and Relocation of Main Office to Birmingham, Alabama  
OCC Control No. 2011-SO-02-0026

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Dear Ms. Tripp:

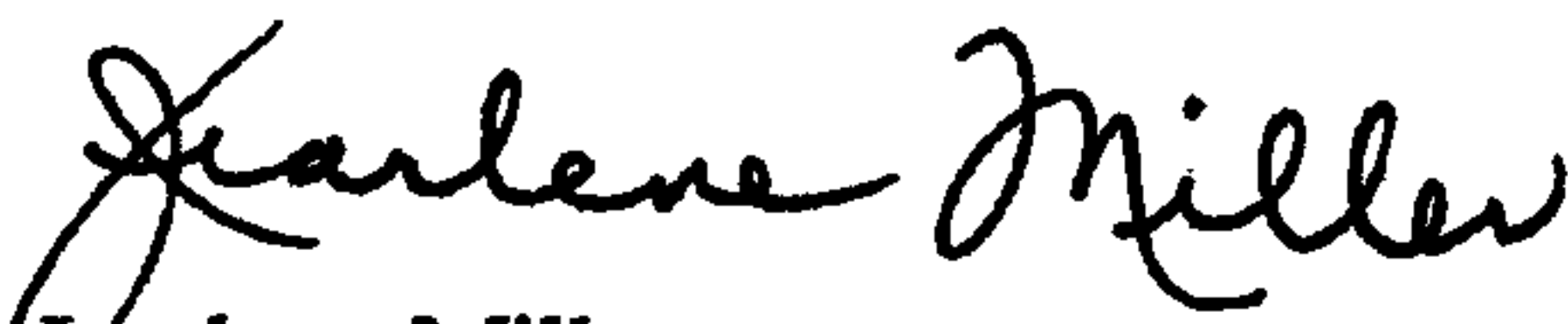
This letter is the official certification of the Comptroller of the Currency (OCC) to (1) merge Superior Bank, National Association, 4350 West Cypress Street, Tampa, Florida 33607 ("Superior") with and into Cadence Bank, National Association, 301 East Main Street, Starkville, Mississippi 39759 ("Cadence") and (2) to move Cadence's main office from 301 East Main Street, Starkville, Mississippi 39759 to 17 20<sup>th</sup> Street North, Birmingham, Alabama 35203, effective November 10, 2011. The resulting bank title is Cadence Bank, National Association, Charter Number 3656.

This is also the official authorization given to Cadence to operate both main offices and branches of Superior as branch offices. The newly authorized branches and OCC branch numbers are:

<u>Branch Number</u>	<u>Location</u>
151934A	301 East Main Street, Starkville, Mississippi
151935A	4350 West Cypress, Suite 102, Tampa, Florida

Branches of Superior are not listed since they are automatically carried over to Cadence and retain their current OCC branch numbers.

Sincerely,

  
Earlene Miller  
Senior Licensing Analyst

cc: Official File