

02-07-2003

2 SHEET

Docket No.:



ONLY

102359053

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Arizona Bank
120 North Stone Avenue
Tuscon, Arizona 85701

2701

- Individual(s)
- General Partnership
- Corporation-State Arizona Chartered Banking
- Other _____ Organization

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Compass Bank

Internal Address: _____

Street Address: 120 North Stone Avenue

City: Tucson State: AR ZIP: 85701

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Arizona Chartered Banking
- Other _____ Organization

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 25, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,785,825
1,801,075

Additional numbers

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joseph R. Marcus, Welsh & Katz, Ltd.

Internal Address: _____

Street Address: 120 South Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-0920

In the event that improper payment is made, either credit or debit the above account.

DO NOT USE THIS SPACE

02/10/2003 DBYRME 00000015 1785825

01 FC:8521
02 FC:8522

40.00 DP
25.00 DP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joseph R. Marcus

Name of Person Signing

Signature

February 5, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002666 FRAME: 0799

AZ. CORP. COMMISSION
FILED

DEC 15 1998

APPR. Lottie Hawkins
TERM
DATE 12-15-98

ARTICLES OF AMENDMENT AND MERGER
OF
0062484-4 ARIZONA BANK
(an Arizona chartered banking organization)
AND
0850864-3 COMPASS BANK
(an Arizona chartered banking organization)

To the Arizona Corporation Commission
State of Arizona

Pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, the domestic corporations herein named do hereby submit the following Articles of Amendment and Merger.

1. This document and the Agreement and Plan of Merger dated as of July 6, 1998, as amended, among Compass Bancshares, Inc., Compass Bank, and Arizona Bank, which has been filed separately and simultaneously ("Plan of Merger"), is submitted for the purpose of merger Arizona Bank, an Arizona chartered banking organization ("Arizona Bank") with and into Compass Bank, an Arizona chartered banking organization ("Compass Bank"), as approved by resolution adopted at meetings by the Board of Directors of Arizona Bank on September 16, 1998 and October 6, 1998 and by unanimous written consent by the Board of Directors of Compass Bank on September 9, 1998.

2. The name and the address of the known place of business of Compass Bank, the surviving corporation, in the State of Arizona is Compass Bank and 120 North Stone Avenue, Tucson, Arizona 85701, respectively.

3. The name and the address of the statutory agent of Compass Bank in the State of Arizona is Corporation Service Company and 3636 North Central Avenue, Phoenix, Arizona 85012, respectively.

4. The present Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation except that Article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"ARTICLE I
The name of the corporation is Arizona Bank"

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes.

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5. In respect of Arizona Bank, the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger are as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of outstanding shares of voting group: 1,485,346
- (c) Number of votes of voting group entitled to be cast by each voting group entitled to vote on the merger: 1,485,346

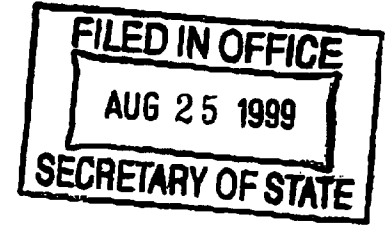
6. In respect of Arizona Bank, the total number of votes cast for and against the Plan of Merger by each voting group entitled to vote on the said merger is as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger: 1,020,973
- (c) Number of votes of voting group cast against the Plan of Merger: 200

7. The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said voting group.

8. In respect of Compass Bank, shareholder approval was not required to approve the Plan of Merger.

Executed on: December 14, 1998 to be effective as of the close of business on December 15, 1998.



ARTICLES OF MERGER
OF
ARIZONA BANK
(an Arizona chartered banking association)
AND
COMPASS BANK
(an Alabama chartered banking association)

To the Secretary of State
State of Alabama

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Pursuant to the provisions of the Alabama Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger and Reorganization Agreement for merging Arizona Bank with and into Compass Bank as approved by resolution adopted at a meeting by the Board of Directors of Arizona Bank on July 26, 1999 and by resolution adopted at a meeting by the Board of Directors of Compass Bank on August 25, 1999.

2. In respect of Arizona Bank, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger and Reorganization Agreement herein provided for, are as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of outstanding shares of voting group: 1
- (c) Number of votes of voting group entitled be cast by each voting group entitled to vote on the Plan of Merger and Reorganization Agreement: 1

- (a) Designation of voting group: Holders of Series E Preferred Stock
- (b) Number of outstanding shares of voting group: 1
- (c) Number of votes of voting group entitled be cast by each voting group entitled to vote on the Plan of Merger and Reorganization Agreement: 1

- (a) Designation of voting group: Holders of Series F Preferred Stock

- (b) Number of outstanding shares of voting group: 1
- (c) Number of votes of voting group entitled be cast by each voting group entitled to vote on the Plan of Merger and Reorganization Agreement: 1

3. In respect of Arizona Bank, the total number of votes cast for and against the Plan of Merger and Reorganization Agreement herein provided for by each voting group entitled to vote separately on the Plan of Merger and Reorganization Agreement is as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger and Reorganization Agreement: 1
- (c) Number of votes of voting group cast against the Plan of Merger and Reorganization Agreement: 0

- (a) Designation of voting group: Holders of Series E Preferred Stock
- (b) Number of votes of voting group cast for the Plan of Merger and Reorganization Agreement: 1
- (c) Number of votes of voting group cast against the Plan of Merger and Reorganization Agreement: 0

- (a) Designation of voting group: Holders of Series F Preferred Stock
- (b) Number of votes of voting group cast for the Plan of Merger and Reorganization Agreement: 1
- (c) Number of votes of voting group cast against the Plan of Merger and Reorganization Agreement: 0

4. In respect of Compass Bank, shareholder approval was not required to approve the Plan of Merger and Reorganization Agreement.

5. The said number of votes cast for the said Plan of Merger and Reorganization Agreement was sufficient for the approval thereof by the said voting group.

6. The merger of Arizona Bank with and into Compass Bank is permitted by the laws of the jurisdiction of organization of Arizona Bank and has been authorized in compliance with said laws.

7. The county in the State of Alabama in which the certificate of incorporation of Compass Bank is filed is the County of Jefferson.

8. The effective time and date of the merger herein provided for in the State of Alabama shall be 5:00 p.m. on August 25, 1999.

Executed on August 25, 1999.

ARIZONA BANK

By: Garrett R. Hegel
Name: Garrett R. Hegel
Capacity: Executive Vice President and
Chief Financial Officer

COMPASS BANK

By: Garrett R. Hegel
Name: Garrett R. Hegel
Capacity: Chief Financial Officer