

04-25-2003



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4-21-03 RECOF TR

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DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

SouthTrust Bank, National Association

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other National Banking Association

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: SouthTrust Bank

Internal

Address:

Street Address: 420 North 20th Street

City: Birmingham State: AL Zip: 35203

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Banking Corporation - Alabama

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Conversion to state banking corp.

Execution Date: 05/19,2000 effective 06/06/2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,163,702; 1,190,295; and 1,528,711

Additional number(s) attached Yes No

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

Name: Linda A. Friedman, Esq.

Internal Address: Bradley Arant Rose & White LLP

Street Address: One Federal Place, 1819 Fifth Avenue North

City: Birmingham State: AL Zip: 35203-2104

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed Authorized to be charged to deposit account for any remaining related fees

8. Deposit account number:

500954

OFFICE OF PUBLIC RECORDS 2003 APR 21 PM 2:08 FINANCE SECTION

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9. Signature.

Linda A. Friedman, Esq.

Name of Person Signing

Linda Friedman

Signature

April 21, 2003

Date

10

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

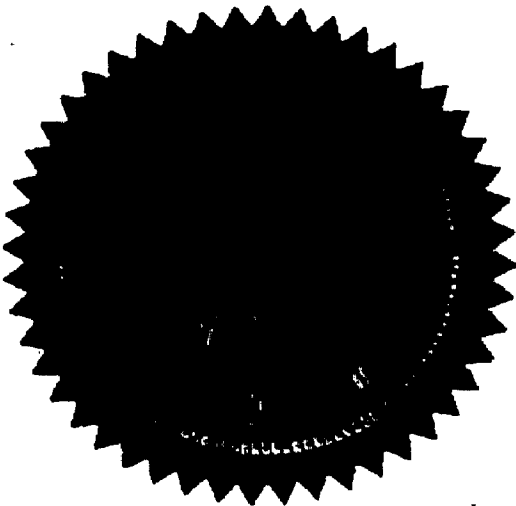
STATE OF ALABAMA

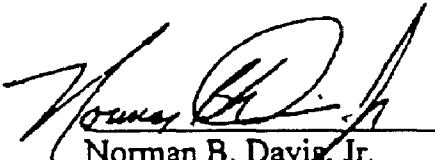
MONTGOMERY COUNTY

**CERTIFICATE OF APPROVAL TO CONVERT
TO A STATE BANKING CORPORATION**

I, Norman B. Davis, Jr., as Superintendent of Banks, State of Alabama, do hereby certify that SouthTrust Bank, National Association, a national banking association, has fully complied with the provisions of §§ 5-7A-20 through 5-7A-24, Code of Alabama 1975, to convert to a state banking corporation with the name SouthTrust Bank and that SouthTrust Bank, the resulting bank, and all of its stockholders, officers and employees shall have the same powers and privileges and shall be subject to the same duties, liabilities and regulations, in all respects, as shall have been prescribed for banking corporations originally organized as banking corporations under the laws of the State of Alabama; and I do, therefore, authorize SouthTrust Bank, Birmingham, Alabama, a state banking corporation to transact business as a bank effective upon the filing of this Certificate and attached documents with the Judge of Probate of Jefferson County. I further certify that all proper business can be entrusted to said bank.

Given under my hand and seal of office this the 5th day of June 2000.




Norman B. Davis, Jr.
Superintendent of Banks

TRADEMARK

REEL: 002718 FRAME: 0410

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 as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of articles of incorporation of SouthTrust Bank as received and filed in the office of the Secretary of State of Alabama, showing the date of incorporation as June 6, 2000. I further certify that the records do not disclose that said SouthTrust Bank has been dissolved.



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.

06/29/00

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

**ARTICLES OF INCORPORATION
OF
SOUTHTRUST BANK,
an Alabama banking corporation**

| | |
|--------------------|----------------------------|
| # 210077 | |
| Prepared by: RW | Checked by: [Signature] |

The undersigned, acting as incorporators under the Code of Alabama 1975, as amended, including, without limitation, the provisions of § 5-7A-21 thereof, adopt the following Articles of Incorporation.

**ARTICLE 1
Name**

The name of the corporation shall be SouthTrust Bank.

**ARTICLE 2
Duration**

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

**ARTICLE 3
Objects**

The objects or purposes for which the corporation is formed are:

- (a) To do all things necessary and incident to carrying on the business of banking and such business as is done by trust companies doing a banking business.
- (b) To discount bills, notes and other evidences of debt.
- (c) To receive and pay out deposits, with or without interest, and impose charges for services.
- (d) To receive on special deposit money, bullion, or foreign coins, or bonds or securities.
- (e) To buy and sell foreign and domestic exchanges, gold and silver bullion or foreign coins, bonds, bills of exchange, notes and other negotiable paper.
- (f) To lend money on personal security or upon pledge of bonds, stocks or other negotiable security.

(g) To take and receive security by mortgage, security agreement, or otherwise own property, real and personal.

(h) To become trustee for any purpose and to be appointed and to act as executors, administrators, guardians, receivers or fiduciaries as provided by law.

(i) To lease real and personal property upon the specific request of a customer.

(j) To perform computer, management, and travel agency services for others.

(k) To subscribe to the capital stock and become a member of the Federal Reserve System and to comply with the rules and regulations thereof.

(l) To do any business and exercise any powers incident to the business of bank and trust companies doing a banking business.

ARTICLE 4 Registered Office and Agent

The address of the corporation's initial registered office shall be 420 North 20th Street, Birmingham, Jefferson County, Alabama 35203 and its initial agent at such address shall be John D. Buchanan.

ARTICLE 5 Capital Accounts

5.1 The corporation's total authorized capital stock shall be \$9,006,600.00, divided into 1,020,000 shares of common stock with a par value of eight dollars and eighty-three cents (\$8.83) each.

5.2 The amount of capital, surplus and undivided profit with which the corporation will begin business as a state bank shall be \$9,006,600 as capital stock, \$1,722,348,855 as surplus, \$1,634,759,842 as undivided profit and net unrealized gain (loss) on available for sale securities of (\$141,831,404) for a total of \$3,224,283,893.

ARTICLE 6 Principal Office

The location of the principal office of the corporation in the State of Alabama shall be 420 North 20th Street, Birmingham, Jefferson County, Alabama 35203.

ARTICLE 7
Powers

The corporation shall possess all of the powers necessary and incident to the conduct the banking business and it is hereby vested with the necessary power to carry out the objects and purposes herein expressed in Article 3 hereof, and shall have all powers especially conferred upon its corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

- (a) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.
- (b) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.
- (c) To buy, sell, lease, acquire, own, use and occupy real estate and personal property in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of a banking business.
- (d) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of the corporation having taken over such business as a result of a foreclosure of any mortgage or collateral security that might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.
- (e) To accept deposits and payments on loans and other obligations as agent for other banks located in Alabama that are subsidiaries of the same bank holding company.
- (f) To exercise any power which a federally chartered or regulated bank could exercise (subject to the prior approval, if required, of the Superintendent of Banks for the State of Alabama).

ARTICLE 8
Directors

8.1 The corporation's current Board of Directors consists of fourteen (14) persons, who shall serve until the next annual meeting of the shareholders and until their successors are elected and qualified.

8.2 Each director shall be the owner and holder of shares of stock in the corporation or its ultimate parent bank holding company, and each director shall hold at least two shares in his or her name, unpledged and unencumbered in any way except for a statutory lien which might attach in favor of the corporation issuing such stock.

8.3 Not less than 75% of the directors of the corporation shall, during their whole term of service, be citizens of the United States. At least 51% of the directors of the corporation shall be residents of the State of Alabama.

8.4 The names and addresses of the members of the current Board of Directors are set forth below:

- (a) Julian W. Banton: SouthTrust Bank, National Association
420 North 20th Street, 4th Floor
Birmingham, Alabama 35203
- (b) Thomas E. Bradford, Jr.: Bradford & Company
Post Office Box 278
Birmingham, Alabama 35201
- (c) Ronald G. Bruno: Bruno Capital Management Corporation
Bruno Capital Building
100 Grandview Place, Suite 500
Birmingham, Alabama 35243
- (d) H. M. Burt, Jr.: 727 Hillyer High Road
Anniston, Alabama 36207
- (e) David J. Cooper: Cooper/T. Smith Corporation
Post Office Box 1566
Mobile, Alabama 36633
- (f) Sallie C. Creel: Thrifty Car Rental
3844 Brook Hollow Lane
Birmingham, Alabama 35243
- (g) James D. Davis: Jemison Investment Company, Inc.
2001 Park Place, Suite 320
Birmingham, Alabama 35203
- (h) James C. Harrison: Protective Industrial Insurance Company
2300 11th Avenue North
Birmingham, Alabama 35234
- (i) Chris H. Horgen: Southeastern Technology Fund
207 Eastside Square
Huntsville, Alabama 35801
- (j) Judy M. Merritt: Jefferson State Junior College
2601 Carson Road
Birmingham, Alabama 35215

- (k) Thomas E. Mitchell: Stuart Construction Company, Inc.
Post Office Box 579
Bay Minette, Alabama 36507
- (l) William V. Muse: Auburn University
107 Samford Hall
Auburn, Alabama 36849
- (m) William E. Smith, Jr.: Royal Cup, Inc.
160 Cleage Drive
Birmingham, Alabama 35217
- (n) R. Neal Travis: 2120 Southwinds Circle
Birmingham, Alabama 35244

ARTICLE 9
Incorporators

9.1 The name and address of the incorporators are as follows:

- (a) Julian W. Banton: SouthTrust Bank, National Association
420 North 20th Street, 4th Floor
Birmingham, Alabama 35203
- (b) Thomas E. Bradford, Jr.: Bradford & Company
Post Office Box 278
Birmingham, Alabama 35201
- (c) H. M. Burt, Jr.: 727 Hillyer High Road
Anniston, Alabama 36207
- (d) Sallie C. Creel: Thrifty Car Rental
3844 Brook Hollow Lane
Birmingham, Alabama 35243
- (e) James D. Davis: Jemison Investment Company, Inc.
2001 Park Place, Suite 320
Birmingham, Alabama 35203
- (f) James C. Harrison: Protective Industrial Insurance Company
2300 11th Avenue North
Birmingham, Alabama 35234

- (g) Judy M. Merritt: Jefferson State Junior College
2601 Carson Road
Birmingham, Alabama 35215
- (h) William E. Smith, Jr.: Royal Cup, Inc.
160 Cleage Drive
Birmingham, Alabama 35217
- (i) R. Neal Travis: 2120 Southwinds Circle
Birmingham, Alabama 35244

ARTICLE 10
By-Laws

10.1 The dates on which the shareholders' annual meeting shall be held, the number of directors and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the by-laws of the corporation.

10.2 The corporation shall have power to make by-laws for the regulation and governance of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

ARTICLE 11
No Director Liability

A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Alabama Code Section 10-2B-8.83, (D) liability imposed by any federal or state law or regulation or applicable regulatory agency; (E) an intentional violation of criminal law; or (F) a breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned incorporators set their names on the 19th
day of May, 2000.

James D.

John L. ...

MURPHY

...

Sally C. Creel

...

...

James C. ...

Judy M. Merritt