

AUG-14-97 THU 10:57 AM

MAHONEY ADAMS & CRISER

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

ACCT#: 076226003514

FAX #: (904)798-2697

NAME: BARNETT BANKS, INC.

AUDIT NUMBER.....H97000013324

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 18

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MAHONEY ADAMS & CRISER

Amended
Revised
Art. of Incorporation
8-14-97
DC

AUG-13-97 WED 02:59 PM

MAHONEY ADAMS & CRISER

FAX NO. 9047982697

P. 01

8/13/97

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(904)922-3709 , 08/14/97 08:08 Florida Department pl /1-

P. 20



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 14, 1997

BARNETT BANKS, INC.
50 NO LAURA STR
ATTN: REGULATORY RELATIONS
JACKSONVILLE, FL 32202US

SUBJECT: BARNETT BANKS, INC.
REF: 121467

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013324
Letter Number: 797A00041213

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARNETT BANKS, INC.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Act, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is Barnett Banks, Inc.
2. The Articles of Incorporation are amended and restated and attached hereto as "Exhibit "A."
3. The amendment and restatement of the Articles of Incorporation does not contain an amendment of the Articles of Incorporation that requires shareholder approval.
4. The amendment and restatement of the Articles of Incorporation has been adopted by the Board of Directors of the Corporation as required by Florida Statute §607.1007.

Dated: August 13, 1997

BARNETT BANKS, INC.

By: Charles E. Rice

Charles E. Rice
Chairman and Chief
Executive Officer

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0169598

FILED
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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

BARNETT BANKS, INC.

The following are Amended and Restated Articles of Incorporation of Barnett Banks, Inc., a Florida corporation (the "Corporation").

Article I

Name and Principal Office

Section 1.1. Name. The name of this Corporation shall be Barnett Banks, Inc. The address of the principal office of the Corporation is 50 N. Laura Street, Jacksonville, Florida 32202.

Article II

Duration

Section 2.1. Duration. The Corporation is to have perpetual existence.

Article III

Purposes

Section 3.1. Purposes. This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Four Hundred Twenty Million (420,000,000) shares, which shall be divided into classes as follows:

(a) Twenty Million (20,000,000) shares of preferred stock, \$.10 par value per share (hereinafter referred to as "Preferred Stock"); and

(b) Four Hundred Million (400,000,000) shares of common stock, \$.20 par value per share (hereinafter referred to as "Common Stock").

All of such shares shall be issued fully paid and nonassessable.

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Section 4.2. Preferred Stock. The Board of Directors is authorized at any time and from time to time to divide the Preferred Stock into one or more series and to fix and determine the relative rights, preferences and limitations of the shares of any series so established. The Board of Directors shall adopt a resolution establishing and designating the series, determining the number of shares which shall constitute such series and determining the relative rights, preferences and limitations thereof, which relative rights, preferences and limitations may differ with respect to each series as to:

- (a) The rate or manner of payment of dividends on such series, including the dividend rate, the date of declaration and payment, and whether and the extent to which such dividends shall be cumulative;
- (b) Whether the shares of such series may be redeemed, and if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares of such series;
- (e) The terms and conditions, if any, on which shares of such series may be converted into shares of any other class or series;
- (f) Voting rights, if any; and
- (g) Any other relative rights, preferences and limitations for such series which Florida law empowers the Board of Directors to determine.

Except in respect of the relative rights, preferences and limitations that may be fixed by the Board of Directors pursuant to this Section 4.2, all shares of Preferred Stock shall be identical.

Dividends on outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided above. In the event of any liquidation, dissolution, or winding up of the affairs of the

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Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common Stock.

Section 4.3. Common Stock. Each holder of Common Stock shall have one vote for each share of such Common Stock standing in his name on the books of the Corporation. Subject to the rights and preferences of the Preferred Stock, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Common Stock are entitled to receive pro rata the remaining assets of the Corporation after the holders of Preferred Stock have been paid in full the sums to which they are entitled.

Section 4.4. No Preemptive Rights. No holder of any shares of capital stock of this Corporation of any kind, class or series shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation of any kind, class or series or any other securities or obligations of this corporation, whether now or hereafter authorized.

Article V

Board of Directors

Section 5.1. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation (exclusive of directors to be elected by the holders of any one or more series of Preferred Stock voting separately as a class or classes) that shall constitute the entire Board of Directors shall be fourteen, unless otherwise determined from time to time by resolution adopted by the affirmative vote of at least 80% of the entire Board of Directors.

Section 5.2. Classification.

(a) The Board of Directors shall be divided into three classes: Class I, Class II and Class III. The number of directors included in each such class shall be as nearly equal as possible. At each annual meeting of the Corporation's shareholders, the

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directors elected to succeed those whose terms then expire shall belong to the same class as the directors they succeed and shall hold office until the third succeeding annual meeting of shareholders or until their successors are elected and qualified and subject to prior death, resignation or removal from office. Any increase or decrease in the number of directors shall be apportioned by the Board of Directors among the classes so that the number of directors included in each such class shall continue to be as nearly equal as possible.

(b) Any vacancies in the Board of Directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by vote of 80% of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified and subject to prior death, resignation or removal from office. No decrease in the number of directors shall shorten the term of any incumbent director.

(c) Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders and vacancies created with respect to any directorship of the directors so elected may be filled in the manner specified by such Preferred Stock.

Section 5.3. Removal.

(a) Notwithstanding any other provisions of the Amended and Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, the Amended and Restated Articles of Incorporation or the Bylaws of the Corporation), any director or the entire Board of Directors of the Corporation may be removed at any time, but only for cause and only by the affirmative vote, at a meeting of the shareholders called for that purpose, by the holders of 80% or more of the voting power of all the then outstanding shares of the Corporation's capital stock entitled to vote on the election of directors, voting together as a single class.

(b) Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provision of

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this Section shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

Section 5.4. Indemnification.

The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

Section 5.5. Amendment.

Notwithstanding any other provisions of the Amended and Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, the Amended and Restated Articles of Incorporation or the Bylaws of the Corporation), the provisions of this Article may be altered, amended or repealed only by the affirmative vote of 80% or more of the voting power of all the then outstanding shares of the Corporation's capital stock entitled to vote on the election of directors, voting together as a single class.

Article VI

Bylaws

Section 6.1. Bylaws. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

Article VII

Business Combinations

Section 7.1. Vote Required for Business Combination.

(a) Except as otherwise expressly provided in Section 7.2 of this Article:

(i) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (aa) any Interested Shareholder (as hereinafter defined) or (bb) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Shareholder; or

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(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (aa) of any assets (including securities) of the Corporation or any Subsidiary to or with any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder or (bb) of any assets (including securities) of any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder to or with the Corporation or any Subsidiary; or

(iii) the issuance, sale, exchange, transfer or other disposition (aa) by the Corporation or any Subsidiary to any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder of any securities issued by the Corporation or any Subsidiary or (bb) by any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder to the Corporation or any Subsidiary of any securities issued by any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder; or

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving any Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder; shall require the affirmative vote of the holders of at least eighty percent of the voting power of all of the then outstanding shares of the Corporation's capital stock entitled to vote generally in the election of directors (hereinafter in this Article referred to as the "Voting Stock") voting together as a single class.

Such affirmative vote shall be required notwithstanding any other provisions of these Amended and Restated Articles of Incorporation or any provision of law or of any agreement with any national securities exchange which might otherwise permit a lesser vote or no vote, but such affirmative vote shall be required in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law or these Amended and Restated Articles of Incorporation.

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(b) The term "Business Combination" as used in this Article shall mean any transaction which is referred to in any one or more of subparagraphs (i) through (v) of paragraph (a) of this Section 7.1.

Section 7.2. Exception to Vote Required for Business Combinations.

The provisions of Section 7.1 of this Article shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law, any other provision of these Amended and Restated Articles of Incorporation, or any agreement with any national securities exchange, if the conditions specified in either of the following paragraphs (a) and (b) are met:

(a) The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined). This condition shall not be capable of satisfaction unless there is at least one Continuing Director.

(b) All of the following conditions shall have been met:

(i) The consideration to be received by holders of shares of a particular class of outstanding Voting Stock shall be in cash or in the same form as the Interested Shareholder has paid for shares of such class of Voting Stock within the two-year period ending on and including the date on which the Interested Shareholder became an Interested Shareholder (the "Determination Date"). If, within such two-year period, the Interested Shareholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration to be received per share by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock acquired by the Interested Shareholder within such two-year period.

(ii) The aggregate amount of (x) the cash and (y) the Fair Market Value, as of the date (the "Consummation Date") of the consummation of the Business Combination, of the consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following (it being intended that the requirements of this paragraph (b) (ii) shall be required to be met with respect to all shares of Common Stock outstanding whether or not the Interested Shareholder has previously acquired any shares of Common Stock):

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(aa) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the date of the first public announcement of the proposal of the Business Combination (the "Announcement Date") or in the transaction in which it became an Interested Shareholder, whichever is higher, plus interest compounded annually from the Determination Date through the Consummation Date at the prime rate of interest of Barnett Bank, N.A. from time to time in effect in the City of Jacksonville, Florida, less the aggregate amount of any cash dividends paid and the Fair Market Value of any dividends paid in other than cash, on each share of Common Stock from the Determination Date through the Consummation Date in an amount up to but not exceeding the amount of interest so payable per share of Common Stock; or

(bb) the Fair Market Value per share of Common Stock on the Announcement Date or the Determination Date, whichever is higher.

(iii) The aggregate amount of (x) the cash and (y) the Fair Market Value, as of the Consummation Date, of the consideration other than cash to be received per share by holders of shares of any class, other than Common Stock, of outstanding Voting Stock shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph (b) (iii) shall be required to be met with respect to every such class of outstanding Voting Stock, whether or not the Interested Shareholder has previously acquired any shares of a particular class of Voting Stock):

(aa) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealer's fees) paid by the Interested Shareholder for any shares of such class of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date or in the transaction in which it became an Interested Shareholder, whichever is higher, plus interest compounded annually from the Determination Date through the Consummation Date at the prime rate of interest of Barnett Bank, N.A. from time to time in effect in the City of Jacksonville, Florida, less the aggregate amount of any cash dividends paid, and the Fair Market Value of any dividends paid in other than cash, on each share of such class of Voting Stock from the Determination Date through the Consummation Date in

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an amount up to but not exceeding the amount of interest so payable per share of such class of Voting Stock; or

(bb) the Fair Market Value per share of such class of Voting Stock on the Announcement Date or the Determination Date, whichever is higher; or

(cc) the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(iv) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination: (aa) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay on the regular date therefor any dividends (whether or not cumulative) on any outstanding Preferred Stock; (bb) there shall have been (i) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (ii) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (cc) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder's becoming an Interested Shareholder.

(v) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately, solely in such Interested Shareholder's capacity as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(vi) A proxy statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to all stockholders of

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the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions). The proxy statement shall contain on the cover page thereof a statement as to how members of the Board of Directors voted on the proposal in question and any recommendation as to the advisability or inadvisability of the Business Combination that any director wishes to make. The proxy statement shall also contain the opinion of a reputable national investment banking firm as to the fairness of the terms of the Business Combination, from the point of view of the remaining public shareholders of the Corporation (such investment banking firm to be engaged solely on behalf of the remaining public shareholders, to be paid a reasonable fee for its services by the Corporation upon receipt of such opinion and to be an investment banking firm which has not previously been associated with the Interested Shareholder).

Section 7.3. Definitions.

For the purposes of this Article:

(a) A "person" shall mean any individual, firm, corporation or other entity.

(b) "Interested Shareholder" shall mean any person (other than the Corporation, any Subsidiary or either the Corporation or any Subsidiary acting as a Trustee or in a similar fiduciary capacity) who or which:

(i) is the beneficial owner, directly or indirectly, of more than ten percent of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of the Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

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(c) A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (aa) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (bb) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

(d) For the purposes of determining whether a person is an Interested Shareholder pursuant to paragraph (b) of this Section 7.3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph (c) of this Section 7.3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(e) "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on January 16, 1985.

(f) "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation unless owned by the Corporation as a Trustee or in a similar fiduciary capacity; provided, however, that for the purposes of the definition of Interested Shareholder set forth in paragraph (b) of this Section 7.3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

(g) "Continuing Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to

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succeed a Continuing Director by a majority of Continuing Directors then on the Board.

(h) "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

(i) In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in paragraphs (b)(ii) and (b)(iii) of Section 7.2 of this Article shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

(j) The amounts determined pursuant to paragraphs b(ii) and b(iii) of Section 7.2 of this Article shall be subject to appropriate adjustments in the event of any stock dividend, stock split, combination of shares or similar event.

Section 7.4. Determinations by Board of Directors.

A majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such determination as is hereinafter in this Section 7.4 specified is to be made by the Board) shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article, including, without limitation, (a) whether a person is an Interested Shareholder, (b) the number of shares of Voting Stock beneficially owned by any person, (c) whether a person is an Affiliate or Associate of another, and (d) whether the applicable conditions set forth in paragraph b of Section 7.2 have been met with respect to any Business Combination.

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Section 7.5. Fiduciary Obligations.

Nothing contained in this Article shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

Section 7.6. Amendment.

The affirmative vote of shareholders required at any time to alter, amend or repeal this Article, or to alter, amend or repeal any other Article of these Amended and Restated Articles of Incorporation of the Corporation in any respect which would or might have the effect, direct or indirect, of modifying, permitting any action inconsistent with, or permitting circumvention of, this Article, shall be at least eighty percent of the total voting power of all of the then outstanding shares of Voting Stock considered for purposes of this Article as a single class. Such affirmative vote shall be in addition to the vote required by any particular class or series of preferred shares required by law, Amended and Restated Articles of Incorporation of the Corporation or any special class or preferred shares designation.

Article VIIIRepurchase of Equity SecuritiesSection 8.1. Repurchase of Equity Securities.

Any direct or indirect purchase or other acquisition by the Corporation of any Equity Security (as hereinafter defined) of any class from any Interested Securityholder (as hereinafter defined) who has beneficially owned such securities for less than two years prior to the date of such purchase or any agreement in respect thereof shall, except as hereinafter expressly provided, require the affirmative vote of the holders of at least a majority of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), excluding Voting Stock beneficially owned by such Interested Securityholder, voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or any agreement with any national securities exchange, or otherwise, but no such affirmative vote shall be required with respect to any purchase or other acquisition of securities made as part of a tender or exchange offer by the Corporation to purchase securities of the same class made on the same terms to all holders of such securities and complying with the applicable requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations).

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Section 8.2. Definitions.

For the purposes of this Article:

(a) A "person" shall mean any individual, firm, corporation or other entity.

(b) "Interested Securityholder" shall mean any person (other than the Corporation or any corporation of which a majority of any class of Equity Security is owned, directly or indirectly, by the Corporation) who or which:

(i) is the beneficial owner, directly or indirectly, of 5% or more of the class of securities to be acquired; or

(ii) is an assignee or has otherwise succeeded to any shares of the class of securities to be acquired which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Securityholder, if such assignment or succession shall have occurred in the course of a transaction or transactions not involving a public offering within the meaning of the Securities Act of 1933.

(c) A person shall be a "beneficial owner" of any security of any class of the Corporation:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (aa) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (bb) any right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing any security of any class of the Corporation.

(d) For the purposes of determining whether a person is an Interested Securityholder pursuant to paragraph (b) of this Section 8.2, the relevant class of securities outstanding shall be deemed to comprise all such securities deemed owned through application of paragraph (c) of this Section 8.2, but shall not include other

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securities of such class which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(e) "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on January 16, 1985.

(f) "Equity Security" shall have the meaning ascribed to such term in Section 3(a) (11) of the Securities Exchange Act of 1934, as in effect on January 16, 1985.

Article IX

Consideration of Acquisition Proposals

The Board of Directors of the Corporation, when evaluating any Acquisition Proposal (as hereinafter defined) of a person (as defined in Article VII of these Amended and Restated Articles of Incorporation), other than the Corporation itself, shall, in connection with the exercise of its business judgment in determining the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including, without limitation, the following: (a) the consideration being offered in the Acquisition Proposal in relation to then current market prices, but also in relation to the then current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then estimate of the future value of the Corporation as an independent entity; (b) the social and economic effects on the employees, customers, suppliers, depositors, creditors, and other constituents of the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located; (c) the desirability of maintaining independence from any other entity; (d) the business condition, financial condition and earnings prospects of the acquiring person, including, but not limited to, debt service and other existing or likely financial obligations of the acquiring person, and the possible effect of such conditions upon the Corporation and its subsidiaries; and (e) the competence, experience, and integrity of the acquiring person and its management.

An Acquisition Proposal shall mean any offer of a person (other than the Corporation itself) to (a) make a tender or exchange offer for any equity security of the Corporation; (b) merge or consolidate the Corporation with another person; or (c) purchase or otherwise acquire all or substantially all of the properties or assets of the Corporation.

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Article XSpecial Meetings of Shareholders

Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation. No such action may be effected by any consent in writing by such shareholders.

Special meetings of the shareholders may be called only by the Chairman or President, or by a majority of the members of the Board of Directors acting with or without a meeting, or by the persons who hold not less than thirty-five percent of all the shares outstanding and entitled to vote on any proposal to be submitted at such meeting.

Upon request in writing delivered either in person or by registered or certified mail, return receipt requested, to the Chairman, President or Secretary by any persons entitled to call a meeting of shareholders, such Chairman, President or Secretary shall forthwith cause to be given to the shareholders entitled thereto notice of such meeting to be held on a date not less than twenty nor more than ninety days after the receipt of such request, as such officer may determine. If such notice is not given within forty days after the delivery or mailing of such request, the persons calling the meeting may fix the time of the meeting and give notice thereof in the manner provided by law.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation), the provisions of this Article may be altered, amended or repealed only by the affirmative vote of 80% or more of the voting power of all then outstanding shares of the Corporation's capital stock entitled to vote on the election of directors, voting together as a single class.

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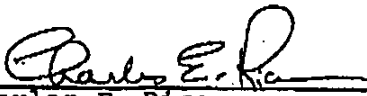
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IN WITNESS WHEREOF, the undersigned officer has executed these
Amended and Restated Articles of Incorporation this 13th day of
August, 1997.

BARNETT BANKS, INC.

By:


Charles E. Rice
Chairman and
Chief Executive Officer