



516731

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

Merger

1.) Gainesville State Bank into Compass Bank, Birmingham, Alabama

(CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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7.) (CORPORATE NAME & DOCUMENT #)

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9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 3:50

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
98 JAN 15 PM 3:40  
DIVISION OF CORPORATIONS

merger  
SP  
1/20/98

SPECIAL INSTRUCTIONS

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GAINESVILLE STATE BANK, a FL corp., #516731

INTO

**COMPASS BANK**, an Alabama corporation not qualified in Florida.

File date: January 15, 1998

Corporate Specialist: Susan Payne-



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
98 JAN 20 AM 9:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

January 16, 1998

Corporate Assess, Inc.

Tallahassee, FL

SUBJECT: GAINESVILLE STATE BANK  
Ref. Number: 516731

We have received your document for GAINESVILLE STATE BANK and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Each original signature should contain the typed or printed name of the person signing and the capacity in which they sign (title).

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 498A00002517

*Susan  
I need the  
file date corrected  
Thanks  
Gloria*

THIS INSTRUMENT PREPARED BY:

M. Leah Hudson  
Balch & Bingham LLP  
P.O. Box 306  
Birmingham, Alabama 35201

---

**ARTICLES OF MERGER**  
**OF**  
**GAINESVILLE STATE BANK**  
**GAINESVILLE, FLORIDA**  
**INTO**  
**COMPASS BANK, BIRMINGHAM, ALABAMA**

---

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JAN 15 PM 3:57

Pursuant to, and with the effect provided in, Section 658.45 of the Florida Statutes, as amended, the undersigned banking corporations adopt the following Articles of Merger for the purpose of merging (the "Merger") Gainesville State Bank, Gainesville, Florida, a Florida banking corporation, with and into Compass Bank, Birmingham, Alabama ("Compass"), an Alabama banking corporation, under the charter of Compass, and under the name "Compass Bank":

**FIRST:** The Plan of Merger and Reorganization Agreement ("Plan of Merger") attached as Exhibit 1 hereto was approved by the directors and shareholders of the undersigned banking corporations in the manner prescribed by the Florida Statutes, as amended. The Merger was approved by the Federal Reserve Board on October 10, 1997, a copy which is attached as Exhibit 2. The Alabama Superintendent of Banks issued his Certificate of Approval of the Merger on September 22, 1997, a copy of which is attached as Exhibit 3.

**SECOND:** The effective date of the Merger shall be January 15, 1998.

THIRD: The shareholders of the undersigned banking corporations adopted the Plan of Merger attached hereto as Exhibit 1 in the manner prescribed by the Florida Business Corporation Act as of January 12, 1998.

FOURTH: Compass shall be the surviving corporation and charter, it shall have the name "Compass Bank" as of the date and time of filing of these Articles with the Alabama Secretary of State and the Florida Secretary of State.

Dated as of January 12, 1998.

**COMPASS BANK, an Alabama banking corporation**

By: Garrett R. Hegel  
Its: Garrett R. Hegel/CHIEF FINANCIAL OFFICER

**GAINESVILLE STATE BANK, a Florida  
banking corporation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**THIRD:** The shareholders of the undersigned banking corporations adopted the Plan of Merger attached hereto as Exhibit 1 in the manner prescribed by the Florida Business Corporation Act as of January 12, 1998.

**FOURTH:** Compass shall be the surviving corporation and charter, it shall have the name "Compass Bank" as of the date and time of filing of these Articles with the Alabama Secretary of State and the Florida Secretary of State.

Dated as of January 12, 1998.

**COMPASS BANK, an Alabama banking corporation**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**GAINESVILLE STATE BANK, a Florida  
banking corporation**

By: Carl Walls Carl Walls  
Its: PRES. PRES.

**Exhibit 1**

**Plan of Merger and  
Reorganization Agreement**

**PLAN OF MERGER  
AND  
MERGER AGREEMENT**

THIS PLAN OF MERGER AND MERGER AGREEMENT ("Plan of Merger") is made and entered into as of \_\_\_\_\_, 1998, by and among Compass Bank, 15 South 20th Street, Birmingham, Alabama 35233 ("Compass Bank") and Gainesville State Bank, 2814 S.W. 34th Street, Gainesville, Florida 32614 (the "Bank") in order to provide for the merger (the "Merger") of the Bank with and into Compass Bank.

**PREAMBLE:**

Compass Bank is an Alabama banking corporation and a member of the Federal Reserve System, with its principal office in Birmingham, Alabama. Compass Bank is a wholly owned subsidiary of Compass Bancshares, Inc. ("Bancshares"), a bank holding company duly organized under the laws of the State of Delaware, with its principal office in Birmingham, Alabama. The Bank is a Florida banking corporation, with its principal office in Gainesville, Florida. The Bank is a wholly owned subsidiary of G.S.B. Investments, Inc. ("GSB").

This Plan of Merger provides for the Merger of the Bank with and into Compass Bank and has been approved by a majority of the entire respective Boards of Directors of Compass Bank, the Bank, Bancshares and GSB, and these Boards of Directors have authorized its execution and consummation. The parties intend that the Merger occur immediately following the merger of GSB into a subsidiary of Bancshares.

In consideration of the premises and of the covenants contained in this Plan of Merger, Compass Bank and the Bank hereby make, adopt and approve the Plan of Merger and prescribe the terms and conditions of the Merger, along with the mode, manner and basis of carrying the Merger into effect, as follows:

**1. The Merger.**

**1.1 Resulting Bank.** Upon the terms and subject to the conditions hereof, and in accordance with the Code of Alabama, the Federal Deposit Insurance Act (the "FDIA"), the Bank Holding Company Act of 1956, as amended (the "Act") and other applicable law, the Bank shall be merged with and into Compass Bank as soon as practicable following the satisfaction or waiver, if permissible, of the conditions set forth in Sections 5 and 6 hereof. Following the Merger, Compass Bank shall continue as the resulting bank (the "Resulting Bank") under the name "Compass Bank," and the separate corporate existence of the Bank shall cease.



**1.2 Effective Time.** The Merger shall not be effective unless and until approved by the sole shareholder of each institution and all applicable federal and state regulatory agencies, and the Boards of Directors of the respective institutions shall not have withdrawn their approvals. The Merger shall be consummated by the issuance of a certificate of merger by the Federal Reserve (the time of such issuance being the "Effective Time"). Since the Bank and Compass Bank are both wholly owned by their respective holding companies, no provision is made for dissenting shareholders in this Plan of Merger.

**1.3 Effects of the Merger.** The Merger shall have the effects set forth in Section 658.45 of the Florida Statutes, the FDIA, codified at 12 U.S.C. Section 1828(c), Section 10-2B-11.06 of the Code of Alabama and other applicable laws and regulations.

**1.4 Charter and By-Laws.** The Charter and By-Laws of Compass Bank in each case as in effect at the Effective Time, shall be the Charter and By-Laws of the Resulting Bank. The Charter of the Resulting Bank is attached hereto as Exhibit A.

**1.5 Directors and Officers.** The directors and executive officers of Compass Bank, at the Effective Time, shall be the directors and officers of the Resulting Bank and will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Charter and By-Laws of the Resulting Bank, or as otherwise provided by law. The directors and executive officers of the Resulting Bank are listed on Exhibit B hereto.

**1.6 Office Location.** The home office of the Resulting Bank shall be 15 South 20th Street, Birmingham, Alabama 35233.

## **2. Capitalization of the Resulting Bank.**

**2.1 Conversion of Shares.** At the Effective Time, the common stock of the Bank shall, *ipso facto*, and without any further action on the part of the Bank, Compass Bank or any other party, no longer represent capital stock of the Bank, and the outstanding certificates representing shares of the Bank's capital stock shall be converted into and represent the right to shares of One Dollar (\$1.00) par value common stock of the Resulting Bank, which shall continue to have One Hundred-One Thousand and One Hundred (101,100) shares issued and outstanding.

**2.2 Allocation.** At the Effective Time, Bancshares shall be allocated and shall be entitled to receive all of the shares of common stock of the Resulting Bank.

**2.3 Common Stock.** At the Effective Time, the Resulting Bank shall have authorized capital stock of One Million Eleven Thousand Dollars (\$1,011,000) divided into One Hundred-One Thousand and One Hundred (101,100) shares of Ten Dollar (\$10.00) par value common stock, all of which are issued to Bancshares, and the Resulting Bank shall have surplus and retained earnings equal to the capital accounts of Compass Bank and the Bank immediately prior to the Effective Time. All such amounts of surplus and retained earnings shall be adjusted

for normal earnings and expenses, and for any accounting adjustments relating to the Merger provided for herein.

3. **Trust Powers.** The Resulting Bank shall continue to have trust powers.

4. **Approval.** This Plan of Merger shall be approved by the affirmative vote of Bancshares, the sole shareholder of Compass Bank, and the affirmative vote of GSB, the sole shareholder of the Bank, in accordance with the applicable provisions of law and the Charter and By-Laws of the respective institutions. Compass Bank and the Bank shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other actions, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger and any other transactions contemplated hereby, including, without limitation, any approvals of the Alabama Department of Banking (the "Department"), the Florida Department of Banking, the Federal Reserve Board ("FRB"), the Federal Deposit Insurance Corporation ("FDIC"), and any other federal or state governmental agency which may be required.

5. **Conditions to Consummation of the Merger.** The parties hereto agree that the closing of the Merger is expressly conditioned upon (i) the approval of the sole shareholder of each of the constituent banks and of the Department, the FRB, and any other federal or state governmental agency which may be required, and (ii) the consummation of the merger of GSB into a subsidiary of Bancshares and the satisfaction of all the terms and conditions contained in the Agreement and Plan of Merger among Bancshares, Compass Bank, GSB and the Bank dated July 8, 1997.

6. **Closing.** Upon the terms and subject to the conditions hereof, including the provisions of Section 5 hereof, as soon as practicable after the receipt of all necessary shareholder and regulatory approvals, and the satisfaction of all conditions and requirements to closing of this Plan of Merger, Compass Bank and the Bank shall take all actions as may be required by law to make the Merger effective. Prior to the filing referred to in this Section, a closing will be held at such place as the parties may agree for the purpose of confirming all of the foregoing.

7. **Amendment.** Compass Bank and the Bank, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify and supplement this Plan of Merger in such manner as may be mutually agreed upon by them in writing.

8. **Counterparts.** This Plan of Merger may be executed in two or more identical counterparts, each of which when executed and delivered by the parties hereto shall be an original, but all of which together shall constitute a single agreement.

9. **Binding Effect; Governing Law.** This Plan of Merger shall be binding upon and inure to the benefit of the successors and assigns of each party hereto, and shall be governed by and construed in accordance with Alabama law, the FDIA, the Act, and all other applicable laws and regulations.

IN WITNESS WHEREOF, Compass Bank and the Bank have caused this Plan of Merger to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

COMPASS BANK, Birmingham, Alabama

By: *David R. Heyl*  
Its: \_\_\_\_\_

GAINESVILLE STATE BANK  
Gainesville, Florida

By: \_\_\_\_\_  
Its: President and Chief Executive  
Officer

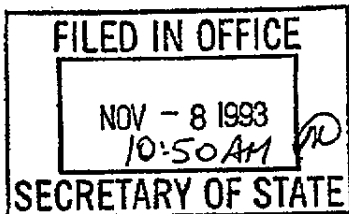
IN WITNESS WHEREOF, Compass Bank and the Bank have caused this Plan of Merger to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

COMPASS BANK, Birmingham, Alabama

By: \_\_\_\_\_  
Its: \_\_\_\_\_

GAINESVILLE STATE BANK  
Gainesville, Florida

By: Carl Walla  
Its: President and Chief Executive Officer



THIS INSTRUMENT PREPARED BY:  
Suzanne Ashe, Esq.  
Balch & Bingham  
P. O. Box 306  
Birmingham, Alabama 35201

---

CERTIFICATE OF AMENDMENT  
to the  
CERTIFICATE OF INCORPORATION  
of  
CENTRAL BANK OF THE SOUTH

---

Central Bank of the South, a banking corporation organized and existing under the laws of the State of Alabama (the "Corporation"), hereby certifies as follows:

I. The name of the Corporation is Central Bank of the South. The original Certificate of Incorporation of the Corporation was filed with the Judge of Probate of Jefferson County on December 31, 1963, under the name Central Bank & Trust Company.

II. Pursuant to, and with the effect provided in, Sections 10-2A-111 to 113 of the Code of Alabama, 1975, as amended (the "Code"), the undersigned Corporation adopts the following Certificate of Amendment to its Certificate of Incorporation, as amended:

FIRST: The name of the Corporation is "Central Bank of the South".

SECOND: The following amendments to the Corporation's Certificate of Incorporation were adopted in the manner provided by the Code by the Corporation's sole shareholder as of November 1, 1993:

"ARTICLE I

The name of this corporation (the "Corporation") shall hereafter be:

"COMPASS BANK"

## ARTICLE FOUR

### Capital Stock

4.01 The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred One Thousand One Hundred (101,100) consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock of the par value of Ten Dollars (\$10.00) each.

4.02 The Corporation shall have One Million Eleven Thousand Dollars (\$1,011,000) of stated capital stock consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock.

## ARTICLE SIX

The registered office and principal place of business of the Corporation shall be located at, with the mailing address of, 15 South 20th Street, Birmingham, Alabama 35233, and its registered agent shall be Jerry W. Powell."

THIRD: Of the 101,100 shares of \$10.00 par value common stock, outstanding and entitled to vote, 101,100 shares voted to approve and 0 shares voted against or abstained from voting on the foregoing amendment.

FOURTH: The foregoing amendment does not effect a change in stated capital.

## CENTRAL BANK OF THE SOUTH

By: D. Paul Jones, Jr.Its: Chairman, Chief Executive Officer,  
and President

and

By: Jerry W. PowellIts: Secretary

[CORPORATE SEAL]

STATE OF ALABAMA

COUNTY OF BIRMINGHAM

I, the undersigned Notary Public in and for said County and State, do hereby certify that on this 3 day of Nov., 1993, personally appeared before me D. Paul Jones, Jr. who, being first duly sworn, declared that he is the President of Central Bank of the South, and that, being informed of the contents, he voluntarily executed the foregoing instrument in said capacities, as the act and deed of the Corporation, and that the statements made in the foregoing instrument are true.

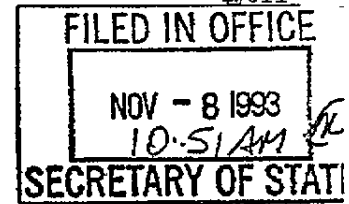
WITNESS my hand and official seal on the date aforesaid.

[NOTARIAL SEAL]

Notary Public Barbara S. EdmonsonMy Commission expires: 9-8-95

**RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
COMPASS BANK**

(Originally incorporated under the name  
Central Bank & Trust Company on December 31, 1963.)



This Restated Certificate of Incorporation correctly sets forth without change the corresponding provisions of the Certificate of Incorporation as theretofore amended, and this Restated Certificate of Incorporation supersedes the original Certificate of Incorporation and all Amendments thereto.

**ARTICLE ONE**

The name of this corporation (the "Corporation") shall hereafter be:

"COMPASS BANK"

**ARTICLE TWO**

The duration and existence of the Corporation shall be perpetual.

**ARTICLE THREE**

The nature of the business and the purposes and powers of the Corporation are as follows:

3.01 To conduct a general banking and trust company business through such means and at such places as the Board of Directors may deem proper; and

3.02 To engage in any lawful activity and to exercise all powers permitted to it by the Alabama Business Corporation Act and the Alabama Banking Code.

**ARTICLE FOUR**

**Capital Stock**

4.01 The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred One Thousand One Hundred (101,100) consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock of the par value of Ten Dollars (\$10.00) each.

4.02 The Corporation shall have One Million Eleven Thousand Dollars (\$1,011,000) of stated capital stock consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock."



4.03 Preemptive Rights. Each holder of the Corporation's common stock shall have the preemptive right to purchase its proportion of the issuance of any class of shares, including treasury shares, according to the proportion of its holdings of such class of shares at such price, which may be in excess of par value, within such time, and on such terms as shall be fixed and determined by the Corporation's Board of Directors.

#### ARTICLE FIVE

##### Special Provisions

Insofar as not prohibited by applicable law, the Corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own capital stock to the full extent of undivided profits, earned surplus, capital surplus or other funds lawfully available therefor.

#### ARTICLE SIX

##### Registered Office

The registered office and principal place of business of the Corporation shall be located at, with the mailing address of, 15 South 20th Street, Birmingham, Alabama 35233, and its registered agent shall be Jerry W. Powell.

IN WITNESS WHEREOF, Compass Bank has caused this Restated Certificate of Incorporation to be signed by Garrett R. Hegel as its Senior Vice President and Daniel B. Graves as its Assistant Secretary this 4th day of November, 1993.

## COMPASS BANK

By: Garrett R. Hegel  
Garrett R. Hegel  
Its: Senior Vice President

and

By: Daniel B. Graves  
Daniel B. Graves  
Assistant Secretary

## STATE OF ALABAMA

## COUNTY OF JEFFERSON

On this 4th day of November, 1993, before me, a Notary Public for the State and County aforesaid, personally came Garrett R. Hegel, as Senior Vice President, of Compass Bank, an Alabama banking corporation, whose name is signed to the foregoing Certificate, and who is known to me, and in said capacity acknowledged before me on this day that being informed of the contents of this Certificate, he as such officer executed the same and affixed said Corporation's seal voluntarily for and as the act and deed of said Corporation.

WITNESS my official seal and signature the day and year aforesaid.

[NOTARIAL SEAL]

Notary Public

My Commission expires:

February 19, 1997

MY COMMISSION EXPIRES FEBRUARY 19, 1997

## Exhibit B

### Board of Directors of Compass Bank, Birmingham, Alabama

Charles (Bill) W. Daniel  
William E. Davenport  
Marshall Durbin, Jr.  
Tranum Fitzpatrick  
Dr. George W. Hansberry  
D. Paul Jones, Jr.  
Goodwin Myrick  
John S. Stein  
John C. Evins (Emeriti)  
Wallace J. Nall (Emeriti)

### Executive Officers of Compass Bank, Birmingham, Alabama

The Board of Directors of Compass Bank has, by resolution, designated the following executive officers:

<u>Name</u>	<u>Title</u>
D. Paul Jones, Jr. 15 South 20th Street Birmingham, Alabama 35233	Chairman, President and Chief Executive Officer
E. Lee Harris, Jr. 15 South 20th Street Birmingham, Alabama 35233	Senior Vice President, Executive Officer, Human Resources
Garrett R. Hegel 15 South 20th Street Birmingham, Alabama 35233	Senior Vice President, Chief Financial Officer
Jerry W. Powell 15 South 20th Street Birmingham, Alabama 35233	General Counsel and Secretary
Gilbert R. Stone 15 South 20th Street Birmingham, Alabama 35233	Senior Vice President and Chief Credit Officer
John D. "Byrd" Williams 15 South 20th Street Birmingham, Alabama 35233	Executive Vice President, Executive Officer, Retail Banking/Alabama and Florida Banking

Exhibit 2

**Approval of Federal Reserve Board**



BOARD OF GOVERNORS  
OF THE  
**FEDERAL RESERVE SYSTEM**  
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE  
TO THE BOARD

October 10, 1997

Ms. M. Leah Hudson,  
Balch & Bingham LLP  
1901 6th Avenue North, 26th Floor  
Birmingham, Alabama 35203

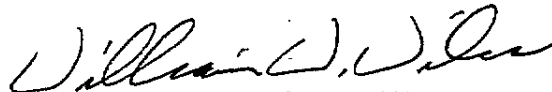
Dear Ms. Hudson:

Acting pursuant to authority delegated by the Board, and having considered the record of this application in light of the relevant statutory factors, I have approved the applications of Compass Bancshares, Inc., Birmingham, Alabama ("Compass"), to acquire GSB Investments, Inc., Gainesville, Florida ("GSB"), pursuant to section 3 of the Bank Holding Company Act (12 U.S.C. § 1842) ("BHC Act"), and thereby indirectly acquire GSB's wholly owned bank subsidiary, Gainesville State Bank, Gainesville, Florida ("Bank"). Compass proposes to acquire GSB by merging it with its newly formed subsidiary, Acquisition Corporation, with Acquisition Corporation as the surviving corporation. In addition, Compass's wholly owned bank subsidiary, Compass Bank, Birmingham, Alabama, a state member bank, has applied to merge with Bank, pursuant to section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. § 1828(c)) ("Bank Merger Act"), with Compass Bank as the survivor; and incident thereto, to establish branches under section 9 of the Federal Reserve Act (12 U.S.C. § 321).

In approving these applications, I have relied on all the facts of record and all representations and commitments made by Compass in these applications and in related correspondence in light of the factors set forth in the BHC Act, the Bank Merger Act, and the Federal Reserve Act. These commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under applicable provisions of law.

These transactions may not be consummated before the fifteenth calendar day following the date of this letter, or later than three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Atlanta ("Reserve Bank"), acting pursuant to delegated authority. In connection with these provisions, advice of the fact of consummation should be given to the Reserve Bank.

Very truly yours,



William W. Wiles  
Secretary of the Board

cc: Daniel B. Graves, Esq.  
Compass Bank  
Lois C. Berthaume,  
Federal Reserve Bank of Atlanta  
Department of Justice  
Alabama Superintendent of Banks  
Florida State Comptroller

Exhibit 3

**Approval of Alabama Department of Banking**



STATE OF ALABAMA  
STATE BANKING DEPARTMENT



September 22, 1997

Ms. M. Leah Hudson  
Balch & Bingham  
Post Office Box 306  
Birmingham, Alabama 35201

Re: Merger of Gainesville State Bank, Gainesville, Florida with and into Compass Bank, Birmingham, Alabama

Dear Ms. Hudson:

Enclosed are the documents you will need to complete the merger of Gainesville State Bank located in Gainesville, Florida and Compass Bank located in Birmingham, Alabama with the resulting bank being Compass Bank, Birmingham, Alabama. The Certificate of Approval reflects that the resulting bank will operate under the Articles of Incorporation of Compass Bank, Birmingham, Alabama and under the title of Compass Bank.

The merger shall become effective upon the filing of the Certificate of Approval and the Articles of Merger with the Secretary of State. Please provide this office with proof of the recording. A copy of the recorded Certificate of Approval will suffice for this purpose.

Sincerely,

Scott Corscadden  
General Counsel

Enclosure

SC/sc

cc: Wayne C. Curtis, Superintendent of Banks  
Art Simon, Director, Division of Banking – State of Florida  
Trabo Reed  
Dan Wilson  
Federal Reserve Bank of Atlanta



SUPERINTENDENT OF BANKS  
STATE OF ALABAMA  
MONTGOMERY, ALABAMA


CERTIFICATE OF APPROVAL

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, showing that all requisite legal actions have been taken by Gainesville State Bank, located in Gainesville, Florida, and Compass Bank, located in Birmingham, Alabama, in accordance with the Alabama Interstate and International Banking Act of 1995, to merge those two banks in accordance with their Agreement and Plan of Merger dated July 8, 1997, the continuing bank to operate under the Articles of Incorporation of Compass Bank, Birmingham, Alabama and the title of Compass Bank; said merger is to become effective upon the filing of this Certificate of Approval and Articles of Merger with the Secretary of State of Alabama.

NOW, THEREFORE, IT IS HEREBY FOUND AND IT IS HEREBY CERTIFIED that the merger is approved in all respects on the 22<sup>nd</sup> day of September 1997.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the Superintendent of Banks on the 22<sup>nd</sup> day of September 1997.



  
Wayne C. Curtis  
Superintendent of Banks