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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Bank of Alabama  
(Name of Corporation)

**DOCUMENT NUMBER:** F03000001411

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cathy Chatawanich  
(Name of Contact Person)

Bradley Arant Rose & White LLP  
(Firm/Company)

1819 Fifth Avenue North  
(Address)

Birmingham, AL 35203  
(City/State and Zip Code)

For further information concerning this matter, please call:

Cathy Chatawanich at ( 205 ) 521-8361  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|---|---|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



ONE FEDERAL PLACE  
1819 FIFTH AVENUE NORTH  
BIRMINGHAM, AL 35203-2119  
205.521.8000 FAX 205.521.8800  
WWW.BRADLEYARANT.COM

Cathy Chatawanich

Direct Dial: (205) 521-8361  
Direct Fax: (205) 488-6361  
cchatawanich@bradleyarant.com

October 18, 2005

BY FEDERAL EXPRESS STANDARD

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Bank of Alabama Name Change to CapitalSouth Bank  
(B0767-80728)

Dear Sir or Madam:

On behalf of Bank of Alabama, an Alabama banking corporation which is currently authorized to transact business in Florida as a foreign corporation (the "Corporation"), I am enclosing herewith: (i) an application for amendment to application for authorization to transact business in Florida, which is filed to reflect the change of the name of the Corporation to "CapitalSouth Bank"; (ii) a copy of the Certificate of Amendment reflecting this name change, certified by the Alabama Secretary of State; and (iii) a check in the amount of \$48.75 for the filing fee and fee for one certified copy of the amendment to application for authorization to transact business in Florida.

Prior to the Corporation's formally amending its name, we requested and received approval from the Florida Office of Financial Regulation (the "OFR") for use of the name "CapitalSouth Bank, a division of Bank of Alabama" by the Corporation as a fictitious name in the State of Florida. Please see the enclosed letter from Director Linda Charity of the OFR indicating her office's non-objection to the use of such name as a registered foreign entity name or a fictitious name in the State of Florida. Because the Corporation has now formally amended its name, the phrase "division of Bank of Alabama" is no longer accurate or necessary as a part of the name. The Corporation is a "financial institution" within the meaning of Florida Statutes Section 655.005(h) and is already authorized to do business in the State of Florida. Therefore, as noted in Ms. Charity's letter, Florida Statutes Section 655.922 does not restrict its use of the new name.

Please send the certified copy of the amendment to application for authorization to transact business in Florida to my attention.

Florida Department of State  
October 18, 2005  
Page 2

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Please feel free to contact me if you have any questions regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. Chatawanich', with a long, sweeping horizontal line extending to the right.

Cathy Chatawanich

Enclosures

cc: Mr. W. Dan Puckett (w/o enclosures)  
Ms. Linda Charity (w/enclosures)  
J. Paul Compton, Jr. (w/o enclosures)



OFFICE OF FINANCIAL REGULATION

DON B. SAXON  
COMMISSIONER

FINANCIAL SERVICES  
COMMISSION

JEB BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

August 19, 2005

Ms. Fran Soldo  
Legal Assistant  
Bradley Arant Rose & White LLP  
One Federal Place  
1819 Fifth Avenue North  
Birmingham, Alabama 35203-2104

Dear Ms. Soldo:

Re: CapitalSouth Bank, a division of Bank of Alabama

Thank you for your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank branch to be located in Jacksonville, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, the Office will not object to the use of the above name being registered as a foreign/ fictitious name in the state of Florida.

Sincerely,

Linda B. Charity  
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Secretary of State's Office



Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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 amendment of the articles of incorporation of Bank of Alabama, changing the name to CapitalSouth Bank, as received and filed in the Office of the Secretary of State of Alabama on October 7, 2005, showing the date of amendment as September 29, 2005, the date said instrument was filed in the Office of the Judge of Probate of Jefferson County.



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.

10/12/05

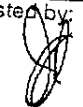
Date

Nancy L. Worley

Secretary of State

2 0 0 5 1 3 / 4 2 1 6

FOURTH ARTICLES OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
BANK OF ALABAMA

#039-158	
Posted by: 	Checked by:

TO THE HONORABLE JUDGE OF PROBATE, JEFFERSON COUNTY, ALABAMA:

Pursuant to the provisions of Sections 5-5A-17, 10-2B-10.03 and 10-2B-10.06 of the Code of Alabama (1975), as amended, Bank of Alabama, an Alabama banking corporation (the "Corporation"), adopts and delivers for filing the following Fourth Articles of Amendment to the Certificate of Incorporation of the Corporation:

1. The name of the Corporation is Bank of Alabama.
2. Article I of the Certificate of Incorporation of the Corporation shall be amended to read as follows:

"The name of the corporation shall be CapitalSouth Bank".
3. This amendment was adopted as of September 9, 2005.
4. The number of shares of the common stock of the Corporation outstanding at the time of the adoption of this amendment was 226,450 shares, and the number of shares of common stock entitled to vote thereon was 226,450 shares. The number of shares of the preferred Class A stock of the Corporation outstanding at the time of the adoption of this amendment was 1,500 shares, and the number of shares of preferred Class A stock entitled to vote thereon was 1,500 shares.
5. The sole shareholder of the Corporation approved the amendment by an action by written consent in lieu of a meeting. The number of shares of common stock voted for said amendment was 226,450, and no shares of common stock were voted against said amendment. The number of shares of preferred Class A stock voted for said amendment was 1,500, and no shares of preferred Class A stock were voted against said amendment.
6. The effective date and time of these Fourth Articles of Amendment to the Certificate of Incorporation of the Corporation shall be September 30, 2005 at 5:00 p.m. Central Daylight Time.

RECEIVED  
OCT - 7 2005  
SECRETARY OF STATE

IN WITNESS WHEREOF, the Corporation has caused these Fourth Articles of Amendment to the Certificate of Incorporation of the Corporation to be executed by its duly authorized officer on this 28<sup>th</sup> day of September, 2005.

BANK OF ALABAMA

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

W. Dan Puckett  
W. Dan Puckett

Its Chairman and President

STATE OF ALABAMA     )

:

JEFFERSON COUNTY    )

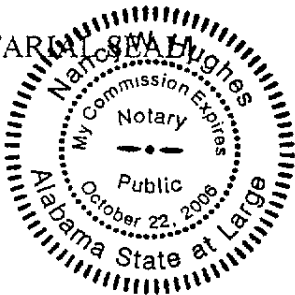
I, the undersigned, a notary public in and for said county in said state, hereby certify that W. Dan Puckett, whose name as Chairman and President of Bank of Alabama, an Alabama banking corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 28 day of September, 2005.

Nancy W. Hughes  
Notary Public

My commission expires: 10-22-06

[NOTARY SEAL]





Bob Riley  
Governor

STATE OF ALABAMA  
STATE BANKING DEPARTMENT



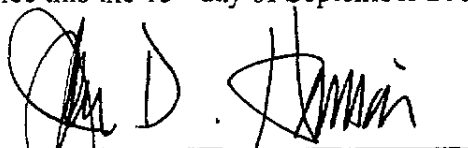
John D. Harrison  
Superintendent of Banks

STATE OF ALABAMA  
MONTGOMERY COUNTY

I, John D. Harrison, as Superintendent of Banks for the State of Alabama, hereby certify that I have fully and duly examined the foregoing Articles of Amendment whereby the shareholders of Bank of Alabama, a banking corporation located at Birmingham, Alabama, propose to amend Article I of the Articles of Incorporation to change the name of Bank of Alabama to CapitalSouth Bank.

I do hereby certify that said Articles of Amendment appear to be in substantial conformity with the requirements of law and the same are hereby approved. Upon filing the same, together with this Certificate of Approval, with the proper agency as required by law, the amendments to the Articles of Incorporation of said bank shall be effective.

Given under my hand and seal of office this the 13<sup>th</sup> day of September 2005.

  
John D. Harrison  
Superintendent of Banks

State of Alabama - Jefferson County  
I certify this instrument filed on:

2005 SEP 29 01:53:36:02PM  
Recorded and \$ Mtg. Tax

and \$ Deed Tax and Fee Amt.

\$ 11.00 Total \$ 11.00  
MARK GAINES, Judge of Probate



200513/4216

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**CapitalSouth Bank**

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Terrie A Sadberry, One Federal Pl 1819 5th Ave North, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 27, 2005 and expiring January 26, 2006.



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.

September 27, 2005

Date

*Nancy L. Worley*  
Nancy L. Worley

Secretary of State

State of Alabama  
Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. 200513 page 4216.

Given under my hand and official seal, this 4  
day of Oct, 2005.

Mark Davis  
Judge of Probate