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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RECEIVED
DEPARTMENT OF STATE
09 MAR 18 AM 8:09

FOREIGN PROFIT/NONPROFIT CORPORATION

Compass Bancshares, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

EP 3/19/09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
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ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

March 4, 2009

Mr. Robert Crowe
Post Office Box 10566
Mailcode: AL BI CH ACT
Birmingham, AL 35296

Dear Mr. Crowe:

Re: Compass Bancshares, Inc.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a proposed bank holding company with headquarters in Birmingham, AL.

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, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

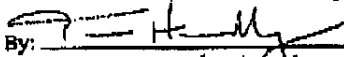
1. Compass Bancshares, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Alabama 3. 52-2070698
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/22/2008 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
upon qualification
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 15 South 20th Street, Birmingham, AL 35233
(Principal office address)
P.O. Box 10566, Mailcode AL BI CH ACT, Birmingham, AL 35296
(Current mailing address)
8. Holding Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By:  Terence Hardley Asst. Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jose Maria Garcia Meyer

Address: 15 S. 20th Street, Suite 1901

Birmingham, AL 35233

Vice Chairman: George M. Boltwood

Address: 15 S. 20th Street, Suite 1802

Birmingham, AL 35233

Director: Manuel Sanchez Rodriguez

Address: 15 S. 20th Street, Suite 1902

Birmingham, AL 35233

Director: Raul Santoro de Mattos Almeida

Address: 15 S. 20th Street, Suite 1802

Birmingham, AL 35233

B. OFFICERS

President: Manuel Sanchez Rodriguez

Address: 15 S. 20th Street, Suite 1902

Birmingham, AL 35233

Vice President: Javier Hernandez

Address: 15 S. 20th Street, Suite 1802

Birmingham, AL 35233

Secretary: Jerry W. Powell

Address: 15 S. 20th Street, Suite 1802, Birmingham, AL 35233

Treasurer: Maria Isabel Goiri Lartitegui

Address: 15 S. 20th Street, Suite 1802, Birmingham, AL 35233

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Jerry W. Powell, Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Compass Bancshares, Inc. incorporated in Jefferson County, Birmingham, Alabama on April 22, 2008. I further certify that the records do not disclose that said Compass Bancshares, Inc. has been dissolved.

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TALLAHASSEE, FLORIDA



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.

February 13, 2009

Date

Beth Chapman
Beth Chapman Secretary of State