

Document Number Only

F94532

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Southtrust of Florida, Inc ; Southtrust of Georgia, Inc ;
Southtrust of Mississippi, Inc ; Southtrust of North Carolina, Inc ;
Southtrust of South Carolina, Inc ; Southtrust of Tennessee, Inc.
merging with to into :
Southtrust of Alabama, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:00

☒ Walk In

☐ Will Wait

☒ Pick Up

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W.P. Verifier

5-27-97

EFFECTIVE DATE
6-2-97

Jon Berger

CR2E031 (1-89)

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06/03/97-0003-021
***245.00 ***245.00

FILED
MAY 27 PM 3:23
TALLAHASSEE FLORIDA

97 MAY 27 PM 2:17
RECEIVED

F94532

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHTRUST OF FLORIDA, INC., a Florida corporation, F94532
SOUTHTRUST OF GEORGIA, INC., a Georgia corporation, not qualified in
Florida
SOUTHTRUST OF MISSISSIPPI, INC., a Mississippi corporation, not qualified in
Florida
SOUTHTRUST OF NORTH CAROLINA, INC., a North Carolina corporation, not
qualified in Florida
SOUTHTRUST OF SOUTH CAROLINA, INC., a South Carolina corporation, not
qualified in Florida
SOUTHTRUST OF TENNESSEE, INC., a Tennessee corporation, not qualified
in Florida

INTO

SOUTHTRUST OF ALABAMA, INC., an Alabama corporation not qualified in
Florida.

File date: May 27, 1997, effective June 2, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
SOUTHTRUST OF FLORIDA, INC.,
SOUTHTRUST OF GEORGIA, INC.,
SOUTHTRUST OF MISSISSIPPI, INC.,
SOUTHTRUST OF NORTH CAROLINA, INC.,
SOUTHTRUST OF SOUTH CAROLINA, INC.,
AND
SOUTHTRUST OF TENNESSEE, INC.
WITH AND INTO
SOUTHTRUST OF ALABAMA, INC.

FILED
97 MAY 27 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
6-2-97

In accordance with the provisions of Sections 607.1105 and 607.1107 of the Florida General Corporation Act, Sections 14-2-1105 and 14-2-1107 of the Georgia Business Corporation Code, Sections 79-4-11.05 and 79-4-11.07 of the Mississippi Business Corporation Act, Sections 55-11-05 and 55-11-07 of the North Carolina Business Corporation Act, Sections 33-11-105 and 33-11-107 of the South Carolina Business Corporation Act of 1988, as amended, Sections 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act, and Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act, SouthTrust of Alabama, Inc., an Alabama corporation ("SouthTrust-Alabama"), does hereby adopt and deliver for filing the following Articles of Merger for the purpose of merging SouthTrust of Florida, Inc., a Florida corporation ("SouthTrust-Florida"), SouthTrust of Georgia, Inc., a Georgia corporation ("SouthTrust-Georgia"), SouthTrust of Mississippi, Inc., a Mississippi corporation ("SouthTrust-Mississippi"), SouthTrust of North Carolina, Inc., a North Carolina corporation ("SouthTrust-North Carolina"), SouthTrust of South Carolina, Inc., a South Carolina corporation ("SouthTrust-South Carolina"), and SouthTrust of Tennessee, Inc., a Tennessee corporation ("SouthTrust-Tennessee") with and into SouthTrust-Alabama:

1. The laws of the states of Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee permit such merger.
2. The name of the surviving corporation is SouthTrust of Alabama, Inc., and it will be governed by the laws of the State of Alabama.
3. The Plan of Merger attached hereto as Exhibit A hereto and made a part hereof (the "Plan of Merger") was duly approved by the boards of directors and sole shareholder of each of the constituent corporations. The date of the adoption of the Plan of Merger by the board of directors and by the sole shareholder of each of the constituent corporations is May 22, 1997.
4. SouthTrust-Florida has issued and outstanding 465,949 shares of common stock, par value \$0.01 per share, each of which was entitled to one vote with respect to the Plan of Merger pursuant to an action by written consent of the sole shareholder in accordance with Section

607.0704 of the Florida Statutes. All 465,949 shares of common stock of SouthTrust-Florida were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-Florida were voted against the Plan of Merger, and no shares of common stock of SouthTrust-Florida abstained.

5. SouthTrust-Georgia has issued and outstanding 720,680 shares of common stock, par value \$1.00 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 720,680 shares of common stock of SouthTrust-Georgia were voted in favor of the Plan of Merger pursuant to an action by written consent of the sole shareholder in accordance with Section 14-2-704 of the Georgia Business Corporation Code, no shares of common stock of SouthTrust-Georgia were voted against the Plan of Merger, and no shares of common stock of SouthTrust-Georgia abstained. SouthTrust-Alabama, as the surviving corporation, hereby undertakes to submit a request for publication of a notice of the filing of these Articles of Merger and make payment therefor in accordance with Section 14-2-1105.1 of the Georgia Business Corporation Code.

6. SouthTrust-Mississippi has issued and outstanding 1,000 shares of common stock, par value \$0.10 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 1,000 shares of common stock of SouthTrust-Mississippi were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-Mississippi were voted against the Plan of Merger, and no shares of common stock of SouthTrust-Mississippi abstained.

7. SouthTrust-North Carolina has issued and outstanding 1,000 shares of common stock, par value \$1.00 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 1,000 shares of common stock of SouthTrust-North Carolina were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-North Carolina were voted against the Plan of Merger, and no shares of common stock of SouthTrust-North Carolina abstained.

8. SouthTrust-South Carolina has issued and outstanding 1,000 shares of common stock, par value \$1.00 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 1,000 shares of common stock of SouthTrust-South Carolina were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-South Carolina were voted against the Plan of Merger, and no shares of common stock of SouthTrust-South Carolina abstained.

9. SouthTrust-Tennessee has issued and outstanding 1,000 shares of common stock, par value \$1.00 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 1,000 shares of common stock of SouthTrust-Tennessee were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-Tennessee were voted against the Plan of Merger, and no shares of common stock of SouthTrust-Tennessee abstained; the Plan of Merger was approved by the affirmative vote of the required percentage of all the votes entitled to be cast. The Plan of Merger and the performance of its terms were duly authorized by all action required by

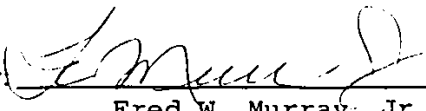
the laws under which each corporation party to the merger was organized and by each such corporation's charter.

10. SouthTrust-Alabama has issued and outstanding 1,000 shares of common stock, par value \$0.01 per share, each of which was entitled to one vote with respect to the Plan of Merger. All 1,000 shares of common stock of SouthTrust-Alabama were voted in favor of the Plan of Merger, no shares of common stock of SouthTrust-Alabama were voted against the Plan of Merger, and no shares of common stock of SouthTrust-Alabama abstained. The Articles of Incorporation of SouthTrust-Alabama are filed in Jefferson County, Alabama.


11. The effective time and date of these Articles of Merger is 10:00 a.m. June 2, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by its duly authorized officer of this 22 day of May, 1997.

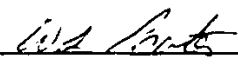
SOUTHTRUST OF ALABAMA, INC.

By: 
Fred W. Murray, Jr.
Its: President

SOUTHTRUST OF FLORIDA, INC.

By: 
W.L. Prater
Its: Vice President

SOUTHTRUST OF GEORGIA, INC.

By: 
W.L. Prater
Its: Vice President

SOUTHTRUST OF MISSISSIPPI, INC.

By: W.L. Prater
W.L. Prater
Its: Vice President

SOUTHTRUST OF NORTH CAROLINA, INC.

By: W.L. Prater
W.L. Prater
Its: Vice President

SOUTHTRUST OF SOUTH CAROLINA, INC.

By: W.L. Prater
W.L. Prater
Its: Vice President

SOUTHTRUST OF TENNESSEE, INC.

By: W.L. Prater
W.L. Prater
Its: Vice President

**EXHIBIT A
PLAN OF MERGER**

This Plan of Merger is adopted as of the 22nd day of May, 1997, by and among SouthTrust of Alabama, Inc., an Alabama corporation ("ST-Alabama"), SouthTrust of Florida, Inc., a Florida corporation ("ST-Florida"), SouthTrust of Georgia, Inc., a Georgia corporation ("ST-Georgia"), SouthTrust of Mississippi, Inc., a Mississippi corporation ("ST-Mississippi"), SouthTrust of North Carolina, Inc., a North Carolina corporation ("ST-North Carolina"), SouthTrust of South Carolina, Inc., a South Carolina corporation ("ST-South Carolina"), and SouthTrust of Tennessee, Inc., a Tennessee corporation ("ST-Tennessee") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations", and said corporations other than ST-Alabama being hereinafter sometimes collectively referred to as the "Sister Corporations"), constituting a plan of reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended:

WITNESSETH:

WHEREAS, it has been determined by the boards of directors of the Constituent Corporations that it would be desirable and in the best interest of the Constituent Corporations to merge each of the Sister Corporations into ST-Alabama with ST-Alabama being the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the respective agreements herein contained, each of the Constituent Corporations agrees as follows:

1. The names of the corporations proposing to merger are SouthTrust of Alabama, Inc., SouthTrust of Florida, Inc., SouthTrust of Georgia, Inc., SouthTrust of Mississippi, Inc., SouthTrust of North Carolina, Inc., SouthTrust of South Carolina, Inc., and SouthTrust of Tennessee, Inc., and the name of the corporation into which they propose to merge is SouthTrust of Alabama, Inc., which is the surviving corporation (hereinafter designated as the "Surviving Corporation").

2. The terms and conditions of the proposed merger are as follows:

(a) Upon the effectiveness of the merger, the Constituent Corporations shall merge into a single corporation, which corporation shall be SouthTrust of Alabama, Inc. The separate corporate existence of the Sister Corporations shall cease and SouthTrust of Alabama, Inc. shall be the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Alabama.

(b) Upon the effectiveness of the merger, the Articles of Incorporation of ST-Alabama shall be the Articles of Incorporation of the Surviving Corporation until amended or restated as therein or by law provided.

(c) Upon the effectiveness of the merger, the Bylaws of ST-Alabama, as the same shall exist on the date of the effectiveness of the merger, shall be the Bylaws of the Surviving Corporation.

(d) Upon the effectiveness of the merger, the directors of ST-Alabama as the same shall be on the date of the effectiveness of the merger shall be the directors of the Surviving Corporation.

3. The manner and basis of converting the shares of the Constituent Corporations into shares, obligations, or other securities of the Surviving Corporation shall be as follows:

(a) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$0.01 per share, of ST-Alabama shall be converted into one share of common stock, par value \$0.01 per share of the Surviving Corporation.

(b) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$0.01 per share, of ST-Florida shall be canceled.

(c) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of ST-Georgia shall be canceled.

(d) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$0.10 per share, of ST-Mississippi shall be canceled.

(e) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of ST-North Carolina shall be canceled.

(f) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of ST-South Carolina shall be canceled.

(g) Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of ST-Tennessee shall be canceled.

4. The merger provided for in this Plan of Merger shall become effective at 10:00 a.m. on June 2, 1997.