

Document Number Only

F95000001450

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

200001 142542
-12/01/94--01048--010
*****70.00 *****70.00

CORPORATION(S) NAME

First Alabama Bank (Corporation)

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☒ Foreign | ☐ Annual Report | ☐ Other |
| ☐ Limited Partnership | ☐ Reservation | ☐ Change of R.A. |
| ☐ Reinstatement | ☐ Photo Copies | ☐ Fictitious Name |
| ☐ Certified Copy | ☐ CUS / G/S | |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/1/94
3:00

PLEASE RETURN EXTRA COPIES
FILE STAMPED

~~W94 25670~~ H 3/27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 AM 10:16



GERALD LEWIS
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

November 30, 1994

R. Alan Door, Esquire
Lango, Simpson, Robinson
& Somerville
Attorneys & Counselors
417 20th Street North, Suite 1700
Birmingham, Alabama 35203-3272

Dear Mr. Door:

Re: "First Alabama Bank"

WAL-25627

Reference is made to your fax/letter dated November 29, 1994, requesting approval of the above-referenced name to qualify to do business in the State of Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to "First Alabama Bank" being registered to do business in the State of Florida.

Sincerely,

Terence M. Straub
Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FIRST ALABAMA BANK (CORPORATION)
Ref. Number: W94000025670

We have received your document for FIRST ALABAMA BANK (CORPORATION) and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that FIRST ALABAMA BANK (CORPORATION) has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates August 1, 1986, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$4781.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 294A00051496



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

February 9, 1995

WILLIAM E. JORDAN
FIRST ALABAMA BANK
417 20TH ST N., 2ND FLOOR
BIRMINGHAM, AL 35203

SUBJECT: FIRST ALABAMA BANK
Ref. Number: W94000025670

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for FIRST ALABAMA BANK.

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since August 1, 1986. You were notified by letter dated December 1, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4781.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 895A00005660

Enclosure



First Alabama Bank
Birmingham
Post Office Box 10247
Birmingham, Alabama 35202

March 21, 1995

Mr. Hart Collins
Senior Corporate Section Administrator
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: First Alabama Bank (Corporation)
Reference No. W94000025670
Letter No. 294A00051496

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 27 AM 10:16

Dear Mr. Collins:

This letter and affidavit is in response to your letter dated December 1, 1994 to CT Corporation System regarding First Alabama Bank.

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, Samuel E. Upchurch, Jr., Secretary and General Counsel of First Alabama Bank, being duly sworn according to law, declare and state to the best of my knowledge as follows:

1. This affidavit is made on behalf of First Alabama Bank.
2. First Alabama Bank is a state-chartered banking corporation organized and existing under the laws of the State of Alabama.
3. Prior to the date hereof, First Alabama Bank has filed tax returns with the Florida Department of Revenue.
4. For those tax years, the activities or services of First Alabama Bank that may have warranted compliance with the revenue laws of the State of Florida involved credit card accounts, real estate mortgage loans, and prior to 1992, equipment leases.
5. It is our opinion and position that the foregoing activities or services did not constitute the transaction of business within the meaning of the Florida Business Corporation Act. Additionally, *Fla. Stat. Ann.* § 607.1501(2) contains a non-exhaustive list of activities that do not constitute the transaction of business. One or more of the following exemptions identified in § 607.1501(2) appears to be directly applicable:

...

(f) soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts.

Mr. Hart Collins
March 21, 1995
Page 2

(g) creating or acquiring indebtedness, mortgages, and security interests in real or personal property.

(h) securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(i) transacting business in interstate commerce.

...

(n) owning, without more, real or personal property.

6. An application on behalf of First Alabama Bank for a Certificate of Authority to transact business in the State of Florida, based on other activities or services, is currently pending with the Florida Department of State.

FURTHER THE AFFIANT SAITH NOT.

FIRST ALABAMA BANK

By: Samuel E. Upchurch, Jr.
Its Secretary and General Counsel

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public, in and for said County in said State, hereby certify that Samuel E. Upchurch, Jr., whose name as Secretary and General Counsel of First Alabama Bank, 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 the instruments, (s)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 21st day of March, 1995.

Trace De Moya
Notary Public

My Commission Expires: 9/16/97

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. FIRST ALABAMA BANK
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama
(State or country under the law of which it is incorporated)

3. April 2, 1957 4. Perpetual
(Date of Incorporation) (Duration)

5. 63-0371391
(Federal Employer Identification number, if applicable)

6. None
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P. O. Box 10247, Birmingham, Alabama 35202, Attn: Samuel E. Upchurch, Jr.
(Current mailing address)

8. See attached Schedule A
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors (Schedule B)

Address: _____

Vice Chairman: See attached list of directors (Schedule B)

Address: _____

Director: See attached list of directors (Schedule B)

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 AM 10:16

B. Officers:

President: See attached list of officers (Schedule B)

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

C T Corporation System

(Officer)

Robert D. Fischer, Asst. Secy.

(Typed Name and Title of Officer)

12. 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.

13. William E. Jordan

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William E. Jordan, Regional President

(Name and capacity of person signing application)

SCHEDULE A

First Alabama Bank will originate loans, including construction-permanent loans, through mortgage loan brokers located in the State of Florida.

SCHEDULE B

FIRST ALABAMA BANK
BOARD OF DIRECTORS
AND
EXECUTIVE OFFICERS
1994

DIRECTORS:

J. Stanley Mackin
Chairman & CEO
Regions Financial Corporation
417 North 20th Street
18th Floor
Birmingham, Alabama 35203
326-7167
FAX: 326-7818

Richard D. Horsley
Vice Chairman & Executive
Financial Officer
Regions Financial Corporation
417 North 20th Street
18th Floor
Birmingham, Alabama 35203
326-7540
FAX: 326-7571

Sheila Blair
Executive Director
Greater Birmingham Foundation
2027 1st Avenue North
Suite 501
Birmingham, Alabama 35203
328-8641
FAX: 328-6576

James B. Boone, Jr.
Chairman of the Board
Boone Newspapers Inc.
1800 McFarland Blvd.
Suite 200
Tuscaloosa, Alabama 35406
752-3381
FAX: 752-3392

Albert P. Brewer
Professor of Law & Government
Samford University
800 Lakeshore Drive
Birmingham, Alabama 35229
870-2482
FAX: 870-2673

James S. M. French
President
Dunn Investment Company
3900 Airport Highway
Birmingham, Alabama 35222
592-8908
FAX: 595-4734

Catesby ap C. Jones
Proprietor
Mabry Securities Co.
1003 Broad Street
Selma, Alabama 36701
872-2303 (Morris Agency)
FAX: 875-8225

Olin B. King
Chairman & CEO
SCI Systems, Inc.
2101 Clinton Avenue West
Huntsville, Alabama 35807
882-4600
FAX: 882-4466

H. Manning McPhillips, Jr.
Chairman & CEO
McPhillips Mfg. Co., Inc.
301 Yeend Street
Mobile, Alabama 36603
438-1681
FAX: 438-1338

Henry E. Simpson
Attorney
Lange, Simpson, Robinson &
Somerville
1700 First Alabama Bank Building
417 North 20th Street
Birmingham, Alabama 35203
250-5000
FAX: 250-5034

Robert E. Steiner, III
Attorney
Steiner, Crum & Baker
First Alabama Bank Building
8 Commerce Street, 8th Floor
Montgomery, Alabama 36104
832-8800
FAX: 832-8987

Lee J. Styslinger, Jr.
Chairman of the Board
ALTEC Industries
210 Inverness Center Drive
Birmingham Alabama 35242
991-7733
FAX: 991-9993

EXECUTIVE OFFICERS:

Joe M. Hinds, Jr.
Regional President
216 Westside Square
Huntsville, Alabama 35801
(205) 535-0231

Sam P. Faucett
Regional President
2222 9th Street
Tuscaloosa, Alabama 35401
(205) 750-2606

Wilber Hufham
Regional President
8 Commerce Street
Montgomery, Alabama 36102
(205) 832-8011

Carl E. Jones, Jr.
Regional President
106 St. Francis
Mobile, Alabama 36602
(205) 690-1212

William E. Jordan
Regional President
417 20th Street North
Second Floor
Birmingham, Alabama 35203
(205) 326-7272

STATE OF ALABAMA

I, Jim Bennett, 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 First Alabama Bank incorporated in Jefferson County, Birmingham, Alabama on April 2, 1957. I further certify that the records do not disclose that said First Alabama Bank has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 AM 10:16

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.

November 28, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State

F95000001450

LANGE, SIMPSON,
ROBINSON & SOMERVILLE

ATTORNEYS & COUNSELORS

HUNTSVILLE OFFICE:
100 JEFFERSON STREET, SOUTH
HUNTSVILLE, ALABAMA 35801-4849
TELEPHONE (205) 833-2500
FACSIMILE (205) 833-4100

417 20TH STREET NORTH, SUITE 1700
BIRMINGHAM, ALABAMA 35203-3272
TELEPHONE (205) 250-5000
FACSIMILE (205) 250-5034

MONTGOMERY OFFICE:
8 COMMERCE STREET, SUITE 900
MONTGOMERY, ALABAMA 36104-3821
TELEPHONE (205) 241-0000
FACSIMILE (205) 241-0022

REAL ESTATE CLOSING OFFICE:
720 SHADES CREEK PARKWAY, SUITE 100
BIRMINGHAM, ALABAMA 35209-4455
TELEPHONE (205) 870-1811
FACSIMILE (205) 870-1814

November 26, 1996

Ms. Susan Payne
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: First Alabama Bank - Change of Name to Regions Bank

Dear Susan:

300002021913-372
-12/06/96--01028--011
*****35.00 *****35.00

Please find enclosed an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida regarding First Alabama Bank's corporate name change. I am also enclosing a copy of the letter we received from the Florida Department of Banking and Finance approving the use of the name "Regions Bank," the certificate of the Alabama Secretary of State evidencing the name change, and a check in the amount of \$35.00 to cover filing fees.

Thank you for your attention to this matter. Please do not hesitate to contact me if your office requires additional information.

Per Wm. Phillips,
Regions Bank of
Florida # 225677
+ Regions Bank
are affiliates -

Very truly yours,

LANGE, SIMPSON, ROBINSON & SOMERVILLE

Wm. M. Phillips, Jr.
William M. Phillips, Jr.

WMPjr/pap

Enclosures

cc: Mr. Samuel E. Upchurch, Jr.
Mr. Earl Tharp

NIC Amend
sf 12/2/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 11:32



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 19, 1996

William M. Phillips, Jr.
Lange, Simpson, Robinson & Somerville
417 20th Street North, Suite 1700
Birmingham, Alabama 35203-3272

Dear Mr. Phillips:

Re: "Regions Bank"

Reference is made to your letter/fax dated November 18, 1996, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of Regions Financial Corporation, a Delaware corporation.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. FIRST ALABAMA BANK
Name of corporation as it appears on the records of the Department of State.
2. ALABAMA 3. MARCH 27, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 12, 1996
5. REGIONS BANK
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

SAMUEL E. UPCHURCH, JR.
Typed or printed name

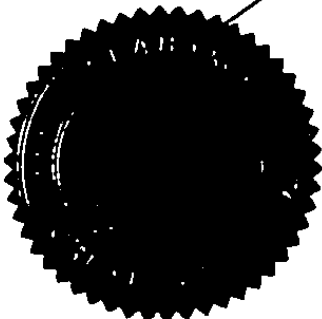
November 25, 1996
Date

SECRETARY
Title

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC -2 AM 11:37

STATE OF ALABAMA

I, Jim Bennett, 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 discloses that First Alabama Bank incorporated in Jefferson County, Birmingham, Alabama on April 2, 1957; that on October 18, 1996, the name First Alabama Bank was changed to Regions Bank. Said change was effective as of 12:01 a.m. on Tuesday, November 12, 1996. I further certify that the records do not disclose that said Regions Bank has been dissolved.



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.

11/15/96

Date

Jim Bennett

Jim Bennett

Secretary of State