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F97000003442

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POST OFFICE BOX 19  
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June 26, 1997

REPLY TO:  
Mobile Office

VIA FEDERAL EXPRESS

Ms. Susan Payne  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
7/1/97 5:01 a.m.  
97 JUN 30 PM 4:08  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Re: Articles of Merger of Great Southern Bank, West Palm  
Beach, Florida, and Colonial Bank, Montgomery, Alabama

Articles of Merger of First Commerce Bank of Polk  
County, Winter Haven, Florida, and Colonial Bank,  
Montgomery, Alabama

Dear Ms. Payne:

500002232355--9

-07/08/97--01019--016

\*\*\*\*122.50 \*\*\*\*122.50

As referenced in my letter to Ms. Karon Beyer dated June 23, 1997, and pursuant to our telephone conversation earlier today, enclosed please find Articles of Merger for the above-referenced transactions.

The original and one copy of the Articles of Merger pertaining to the Great Southern transaction are enclosed at Exhibit 1, while the original and one copy of the Articles of Merger for the First Commerce transaction are enclosed at Exhibit 2. A check in the amount of \$122.50 payable to the Florida Department of State is enclosed with each set of Articles to cover the filing fees and the certification of the aforementioned copies.

As you will notice in the Articles, the Effective Time of the Great Southern merger is specified as 5:01 a.m., Central Standard Time, on Tuesday, July 1, 1997, while the Effective Time of the First Commerce merger is specified as 5:02 a.m., Central

merger of  
6/30/97

70  
R.A.GENT  
CERT. COPY \_\_\_\_\_  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
122.50

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

Ms. Susan Payne  
June 26, 1997  
Page 2

Standard Time, on that same date. As a result, my objective is for both sets of Articles to be filed on Monday, June 30, 1997. However, I would appreciate your waiting to hear from me on Monday before filing these documents.

I appreciate all of your assistance in coordinating these filings, as well as the other documents you already have in hand. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,



Eric J. Dyas  
FOR THE FIRM

EJD/s

Enclosures

U:\ATTY\ED\CB\GREAT\13641.L08  
U:\ATTY\ED\CB\FIRSTCO\113606.L07

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GREAT SOUTHERN BANK, a FL Corp., #K23286

INTO

COLONIAL BANK, an Alabama corporation, F97000003442

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
**OF**  
**GREAT SOUTHERN BANK**  
**WEST PALM BEACH, FLORIDA**  
**AND**  
**COLONIAL BANK**  
**MONTGOMERY, ALABAMA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4:08  
a.m.

EFFECTIVE DATE

7/1/97 5:01 a.m.

The undersigned corporations, GREAT SOUTHERN BANK, WEST PALM BEACH, FLORIDA, and COLONIAL BANK, MONTGOMERY, ALABAMA, file these Articles of Merger and certify that:

1. Great Southern Bank, West Palm Beach, Florida ("Bank"), a Florida banking corporation, is hereby merged with and into Colonial Bank, Montgomery, Alabama ("Colonial"), an Alabama banking corporation, pursuant to an Agreement of Merger dated as of May 7, 1997 (the "Agreement"), a copy of which is attached as Exhibit A, and in accordance with the provisions of the Alabama and Florida Business Corporation Acts and the Alabama and Florida Banking Codes.
2. The surviving corporation is Colonial, an Alabama banking corporation.
3. The merger shall be effective at 5:01 a.m., Central Standard Time, on July 1, 1997.
4. The Agreement was approved by the Board of Directors of Colonial on March 24, 1997, and was approved by the sole shareholder of Colonial, The Colonial BancGroup, Inc., Montgomery, Alabama, on May 13, 1997.
5. The Agreement was approved by the Board of Directors of Bank on April 16, 1997, and was approved by the sole shareholder of Bank, Great Southern Bancorp, on May 9, 1997.

Dated: June 23, 1997

**GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA**

By: 

J. Russell Greene  
Executive Vice President

**COLONIAL BANK,  
MONTGOMERY, ALABAMA**

By: 

Robert E. Lowder  
President

**EXHIBIT A**

**AGREEMENT OF MERGER**

**between**

**GREAT SOUTHERN BANK  
WEST PALM BEACH, FLORIDA**

**and**

**COLONIAL BANK  
MONTGOMERY, ALABAMA**

This Agreement of Merger is dated as of the 7th day of May, 1997, between **GREAT SOUTHERN BANK**, West Palm Beach, Florida ("Great Southern"), a Florida state bank and wholly-owned subsidiary of **GREAT SOUTHERN BANCORP** ("Bancorp"), a Florida corporation with its principal place of business in West Palm Beach, Florida, and **COLONIAL BANK**, Montgomery, Alabama ("Colonial"), an Alabama state bank and wholly-owned subsidiary of **THE COLONIAL BANCGROUP, INC.** ("BancGroup"), a Delaware corporation with its principal place of business in Montgomery, Alabama, and provides for the merger of Great Southern with and into Colonial (the "Merger") .

**WHEREAS**, BancGroup operates Colonial as an Alabama bank subsidiary; and

**WHEREAS**, Bancorp operates Great Southern as a Florida bank subsidiary; and

**WHEREAS**, the boards of directors of Great Southern and Colonial have approved this Agreement of Merger ("Agreement") and have authorized the execution hereof;

IT IS THEREFORE AGREED, as follows:

1. NAME. The name of the bank resulting from the Merger shall be "Colonial Bank."

2. MERGER—TERMS AND CONDITIONS. The terms and conditions of the Merger are:

(a) Applicable Law. On the Effective Date, as defined in Section 5(i) hereof, Great Southern shall be merged with and into Colonial (herein referred to as the "Resulting Bank" whenever reference is made to it as of the time of merger or thereafter). The Merger shall be undertaken pursuant to the provisions of and with the effect provided in the Alabama Banking Code. The offices and facilities of Great Southern and of Colonial shall become the offices and facilities of the Resulting Bank and shall include those Colonial offices and facilities listed in Exhibit A hereto, as well as the following Great Southern offices and facilities:

Palm Beach Lakes Office  
2000 Palm Beach Lakes Blvd  
West Palm Beach, FL 33409

Atlantis Office  
3100 Lantana Road  
Lantana, FL 33462

Southern Centre Office  
10455 Southern Boulevard  
Royal Palm Beach, FL 33411

Jupiter Office  
185 East Indiantown Road  
Jupiter, Florida 33477

Royal Palm Beach Office  
11317 Okeechobee Road  
Royal Palm Beach, FL 33411

Century Plaza Office  
5750 Okeechobee Boulevard  
West Palm Beach, FL 33417  
(approved but unopened)

(b) Corporate Existence. On the Effective Date, the corporate existence of Great Southern and of Colonial shall, as provided in the Alabama Banking Code, be merged into and continued in the Resulting Bank, and the Resulting Bank shall be deemed to be the same corporation as Great Southern and Colonial. All rights, franchises and interests of Great Southern and Colonial, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Resulting Bank by virtue of the Merger without any deed or other transfer. The Resulting Bank, on the Effective Date, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, transfer agent and registrar of stocks and bonds, guardian of estates, assignee, and receiver and in every other fiduciary capacity and in every agency, and capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Great Southern and Colonial, respectively, on the Effective Date.

(c) Liabilities. Except as may be otherwise provided for herein, the Resulting Bank on the Effective Date shall be liable for all liabilities of Great Southern and of Colonial and all deposits, debts, liabilities, obligations and contracts of Great Southern and of Colonial, respectively, matured and unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of Great Southern or of Colonial, and such liabilities shall be those of the Resulting Bank and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all

liens on property of either Great Southern or Colonial shall be preserved unimpaired.

3. CONVERSION OF SHARES.

(a) Conversion of Great Southern Stock. On the Effective Date, each share of Great Southern common stock outstanding shall be canceled.

(b) Colonial Stock. The shares of common stock of Colonial issued and outstanding immediately before the Effective Date shall continue to be issued and outstanding shares of the Resulting Bank.

4. ARTICLES OF INCORPORATION AND BYLAWS. On the Effective Date, the articles of incorporation and bylaws of the Resulting Bank shall be the articles of incorporation and bylaws of Colonial as they exist immediately before the Effective Date. A copy of Colonial's Articles of Incorporation are attached hereto as Exhibit B.

5. ADDITIONAL TERMS OF MERGER.

(a) Resulting Bank's Officers and Board. The officers and board of directors of the Resulting Bank shall consist of those persons serving in such capacities of Colonial immediately before the Effective Date and shall include:



### Officers

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

W. Flake Oakley, IV  
Chief Financial Officer  
The Colonial BancGroup, Inc.  
250 Commerce Street  
Montgomery, AL 36104

Young J. Boozer, III  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Michelle M. Condon  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Donna R. Piel  
Secretary  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Don J. Giardina  
President  
Birmingham District  
Post Office Box 1887  
Birmingham, AL 35201

Linda L. Green  
President  
Huntsville District  
101 Governors Drive  
Huntsville, AL 35801

Bill Lucas  
President  
Northwest District  
Post Office Drawer 150  
Tuscumbia, AL 35674

Stephen W. Whatley  
President  
East Central District  
Post Office Box 370  
Anniston, AL 36202

R. Leon Hill  
President  
Baldwin County District  
Post Office Box 430  
Foley, AL 36536

Michael D. Fitzhugh  
President  
Mobile District  
3254 Dauphin Street  
Mobile, AL 36606

P. L. McLeod, Jr.  
President  
Montgomery District  
Post Office Box 1108  
Montgomery, AL 36192

Alan T. Romanchuck  
President  
Colonial Bank  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Charles W. Brinkley, Jr.  
President  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

### Officers

H. E. Davis  
President/Central Florida Region  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

Richard H. Eatman  
President/Bay Area Region  
Colonial Bank  
510 Vonderburg Drive  
Brandon, Florida 33511

Barton S. Goldberg  
President/South Florida Region  
Colonial Bank  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

### Directors

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Howell Henderson  
Owner  
R. P. Henderson & Son  
12 Mimosa Road  
Pell City, AL 35125

John C. Miller  
Executive Vice President  
Land Title Company of Alabama  
600 20th Street, North  
Birmingham, AL 35203

Harold D. King  
Chairman of Board  
Colonial Bank  
1928 First Avenue North  
Birmingham, AL 35203

Frances E. Roper  
Owner  
Roper's Flowers  
2003 Big Cove Road, S.E.  
Huntsville, AL 35801

Simuel Sippial  
Owner  
Mini Storage Company  
135 Fox Hall Road  
Pike Road, AL 36064

Robert M. Guillot  
Chairman of Board  
Colonial Bank  
Post Office Box 1083  
Florence, AL 35631

John C. H. Miller, Jr.  
Attorney  
Miller, Hamilton, Snider & Odom, L.L.C.  
254 State Street  
Mobile, AL 36603

Augustus K. Clements, III  
General Agent  
New England Life Insurance Company  
Post Office Box 1030  
Montgomery, AL 36102

(b) Shareholder Approval. This Agreement shall be submitted to the shareholder of Great Southern and Colonial as promptly as practicable consistent with the satisfaction of the conditions set forth in the Agreement.

(c) Conditions to the Obligations of Colonial and Great Southern. The consummation of this Agreement is conditioned on (i) notification to or approval of all appropriate regulatory authorities including the Florida Department of Banking and Finance, (ii) the simultaneous merger of Bancorp and BancGroup, and (iii) approval of the shareholders of Great Southern and Colonial.

(d) Termination. This Agreement may be terminated at any time prior to the Effective Date by the mutual consent of the respective boards of directors of Great Southern and Colonial.

(e) Further Acts. If, at any time after the Effective Date, the Resulting Bank shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record, in the Resulting Bank, title to and possession of any property or right of Great Southern or Colonial, acquired as a result of the Merger, or (ii) otherwise to carry out the purposes of this Agreement, Great Southern or Colonial and its officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property or rights in the Resulting Bank and otherwise to carry

out the purposes of this Agreement; and the proper officers and directors of the Resulting Bank are fully authorized in the name of Great Southern or Colonial, or otherwise, to take any and all such action.

(f) Trust Powers. The Resulting Bank shall have trust powers.

(g) Capital Stock. The Resulting Bank will have 21,750 shares of common stock, \$1.00 par value, outstanding, additional paid in capital of \$78,582,587 and retained earnings of \$26,093,339.

(h) Counterparts. This Agreement may be executed in a number of identical counterparts, each of which for all purposes is deemed an original, and all of which shall constitute collectively one (1) agreement.

(i) Effective Date. Subject to the terms of all requirements of law and the conditions specified in this Agreement, the Merger shall become effective on the date specified in the Certificate of Merger to be issued by the Secretary of State of the State of Alabama (such time being herein called the "Effective Date").

IN WITNESS WHEREOF, Great Southern and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA

BY: [Signature]

BY: [Signature]

ITS: Executive Vice President and  
Chief Operating Officer

ITS: President and Chief Executive Officer

[SEAL]

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: \_\_\_\_\_

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

ITS: \_\_\_\_\_

[SEAL]

U:\ATTN\EDICB\GREAT\13641.D06

IN WITNESS WHEREOF, Great Southern and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA

BY: \_\_\_\_\_

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

ITS: \_\_\_\_\_

[SEAL]

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: Dana L. Piel

BY: [Signature]

ITS: Secretary

ITS: Chairman

[SEAL]

U:\ATTY\EDICSG\GREAT\13641.D06

Huntsville Office  
101 Governors Drive  
Huntsville, Alabama 35801

North Parkway Office  
1217 North Memorial Parkway  
Huntsville, Alabama 35816

Northwest Office  
3500 Mastin Lake Road, NW  
Huntsville, Alabama 35810

Westbury Office  
901 Airport Road  
Huntsville, Alabama 35802

Scottsboro Office  
507 South Broad Street  
Scottsboro, Alabama 35768

Athens Office  
101 South Clinton Street  
Athens, Alabama 35611

Hartselle Office  
802 Highway 31, North  
Hartselle, Alabama 35640

Decatur Office  
1425 Beltline Road, SW  
Decatur, Alabama 35603

Bailey Cove Office  
9010 Bailey Cove Road  
Huntsville, Alabama 35802

Madison Square Office  
4955 University Drive  
Huntsville, Alabama 35806

Williams Avenue Office  
1900 Memorial Parkway  
Huntsville, Alabama 35804

Wal-Mart Super Center  
6140-A University Drive  
Huntsville, Alabama 35806

Wal-Mart Super Center  
1011 Highway 72 West  
Athens, Alabama 35611

Tuscumbia Office  
101 South Main Street  
Tuscumbia, Alabama 35674

Tuscumbia Drive-In  
300 North Main Street  
Tuscumbia, Alabama 35674

Center Star Office  
5690 Highway 72 East  
Killen, Alabama 35645

Cherokee Office  
150 E. First Street  
Cherokee, Alabama 35616

Florence Office  
2704 Hough Road  
Florence, Alabama 35630

Russellville Office  
101 North Jackson Avenue  
Russellville, Alabama 35653

Russellville Drive-In  
401 North Jackson Avenue  
Russellville, Alabama 35653

EXHIBIT A

COLONIAL OFFICES AND FACILITIES

Montgomery Office (Main Office)  
One Commerce Street  
Montgomery, Alabama 36104

Birmingham Office  
1928 1st Avenue, North  
Birmingham, Alabama 35203

Grayson Valley Office  
5580 Chalkville Mountain Road  
Birmingham, Alabama 35235

Forestdale Office  
1602 Forestdale Plaza  
Birmingham, Alabama 35214

Gardendale Office  
1325 Decatur Highway  
Gardendale, Alabama 35071

Hoover Office  
1596 Montgomery Highway  
Birmingham, Alabama 35216

Pleasant Grove Office  
27 Park Road  
Pleasant Grove, Alabama 35127

Medical Center Office  
1801 5th Avenue South  
Birmingham, Alabama 35233

Vestavia Office  
1034 Montgomery Highway  
Vestavia Hills, Alabama 35216

West Oxmoor Office  
#47 West Oxmoor Road  
Birmingham, Alabama 35209

Meadowbrook Office  
4705 Meadowbrook Road  
Birmingham, Alabama 35242

Jasper Office  
301 20th Street West  
Jasper, Alabama 35501

Parkland Office  
500 7th Avenue  
Jasper, Alabama 35501

Pelham Office  
2998 Pelham Parkway  
Pelham, Alabama 35124

Homewood Office  
1900 29th Avenue South  
Birmingham, Alabama 35209

Bessemer Office  
825 9th Avenue North  
Bessemer, Alabama 35020

Eastwood Office  
1536 Montclair Road  
Birmingham, Alabama 35210

Jasper Wal-Mart Office  
1801 Highway 78 East  
Jasper, Alabama 35501



Phil Campbell Office  
Broad Street  
Phil Campbell, Alabama 35581

Red Bay Office  
117 Fourth Avenue South  
Red Bay, Alabama 35582

Red Bay Drive-In  
305 Fourth Avenue, SW  
Red Bay, Alabama 35582

Village Square Office  
1020 Highway 43 Bypass  
Russellville, Alabama 35653

Lexington Office  
337 Highway 101  
Lexington, Alabama 35648

Moulton Office  
720 Seminary Street  
Moulton, Alabama 35650

East Moulton Office  
15259 Court Street  
Moulton, Alabama 35650

East Lawrence Office  
24891 County Road 460  
Trinity, Alabama 35673

Anniston Office  
1111 Quintard Avenue  
Anniston, Alabama 36201

Alexandria Office  
6630 U.S. Highway 431  
Alexandria, Alabama 36250

Jacksonville Office  
510 South Pelham Road  
Jacksonville, Alabama

Ohatchee Office  
7818 Alabama Highway 77  
Ohatchee, Alabama 36271

Pell City Office  
2203 First Avenue North  
Pell City, Alabama 35125

Moody Office  
2821 Moody Parkway  
Moody, Alabama 35004

Ragland Office  
186 Church Street  
Ragland, Alabama 35131

Highway 78 East Office  
2020 U.S. Highway 78 East  
Oxford, Alabama 36203

Lineville Office  
301 East Main Street  
Lineville, Alabama 36266

Oxford Wal-Mart  
92 Plaza Lane  
Oxford, Alabama 36203

Heflin Office  
835 Ross Street  
Heflin, Alabama 36264

Hollis Crossroads Office  
U.S. Hwy 431 & Alabama Hwy 9  
Heflin, Alabama 36264

Ranburne Office  
Alabama Hwy 46 & Main Street  
Ranburne, Alabama 36273

Roanoke Office  
3140 Highway 431  
Roanoke, Alabama 36274

East Central Operations Center  
1101 Wilmer Avenue  
Anniston, Alabama 36201

Foley Office  
200 W. Laurel Street  
Foley, Alabama 36535

Fairhope Office  
387 Fairhope Avenue  
Fairhope, Alabama 36532

Gulf Shores Office  
1500 Gulf Shores Parkway  
Gulf Shores, Alabama 36542

Dauphin Street Office  
3254 Dauphin Street  
Mobile, Alabama 36606

Saraland Office  
15 North Highway 43  
Saraland, Alabama 36571

Plantation Pointe Office  
906 Plantation Boulevard  
Fairhope, Alabama 36532

Orange Beach Office  
25239 Perdido Beach Boulevard  
Orange Beach, Alabama 36561

Wal-Mart Super Center  
2200 S. McKenzie Street  
Foley, Alabama 36535

Wal-Mart Super Center  
1095 Industrial Parkway  
Saraland, Alabama 36571

Lillian Office  
34023 U.S. Highway 98  
Lillian, Alabama 36549

Bell Road Office  
2795 Bell Road  
Montgomery, Alabama 36117

Eastdale Office  
3900 Eastdale Circle  
Montgomery, Alabama 36117

Old Farm Office  
2914 Carter Hill Road  
Montgomery, Alabama 36106

Perry Street Office  
671 South Perry Street  
Montgomery, Alabama 36104

Clanton Office  
501 2nd Avenue  
Clanton, Alabama 35045

Opp Office  
113 East Hart Avenue  
Opp, Alabama 36467

Opelika Office  
600 Second Avenue  
Opelika, Alabama 36801

Auburn Office  
141 E. Magnolia Avenue  
Auburn, Alabama 36830

Andalusia Office  
1100 East Three Notch Street  
Andalusia, Alabama 36420

Dadeville Office  
216 South Broadnax Street  
Dadeville, Alabama 36853

LaFayette Office  
54 North LaFayette Street  
LaFayette, Alabama 36862

Valley Office  
3202 20th Avenue  
Valley, Alabama 36854

Phenix City Office  
1201 Broad Street  
Phenix City, Alabama 36867

280 By-Pass Office  
1200 280 By-Pass  
Phenix City, Alabama 36867

Eufaula Office  
990 South Eufaula Avenue  
Eufaula, Alabama 36027

Troy Office  
1219 Highway 231 South  
Troy, Alabama 36081

Brundidge Office  
200 North Main Street  
Brundidge, Alabama 36101

Ariton Office  
101 East Main Street  
Ariton, Alabama 36311

Clay Bank Office  
962 East Andrews Avenue  
Ozark, Alabama 36360

Downtown Office  
305 South Union Avenue  
Ozark, Alabama 36360

Wal-Mart Super Center  
U.S. Highway 280 North  
Alexander City, Alabama 35010

Wal-Mart Super Center  
600 Boll Weevil Circle  
Enterprise, Alabama 36330

Enterprise Office  
201 South Edwards Street  
Enterprise, Alabama 36330

Wal-Mart Super Center  
1903 Cobbs Ford Road  
Prattville, Alabama 36066

Brewton Office  
405 Douglas Avenue  
Brewton, Alabama 36426

Castleberry Office  
Cleveland Ave. & E. Railroad St.  
Castleberry, Alabama 36432

Evergreen Office  
405 Belleville Street  
Evergreen, Alabama 36401

Greenville Office  
120 Greenville Bypass  
Greenville, Alabama 36037

Repton Office  
Highway 84 & Jones Street  
Repton, Alabama 36475

University Drive Office  
2124 East University Drive  
Auburn, Alabama 36830

Motor Bank Drive-In  
Franklin at Rands Avenue, SE  
Huntsville, Alabama 35801

South Parkway Office  
11218 South Memorial Parkway  
Huntsville, Alabama 35803

Florence Office  
320 South Pine Street  
Florence, Alabama 35630

Theodore Office  
5826 Highway 90  
Theodore, Alabama 36582

Fayetteville Office  
307 E. College Street  
Fayetteville, Tennessee 37334

Pulaski Office  
307 W. Madison Street  
Pulaski, Tennessee 38478

Fayetteville Office  
1422 Huntsville Highway  
Fayetteville, Tennessee 37334

Ardmore Office  
212 W. Main Street  
Ardmore, Tennessee 38449

Wal-Mart Super Center Office  
1224 Huntsville Highway  
Fayetteville, Tennessee 37334

Dunwoody Office  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Buckhead Office  
3789 Roswell Road  
Atlanta, Georgia 30342

Columbus Office  
6100 Whitesville Road  
Columbus, Georgia 31904

Clairmont Office  
3361 Clairmont Road  
Atlanta, Georgia 30329

Lawrenceville Office  
390 Crogan Street  
Lawrenceville, Georgia 30245

Johnson Ferry Office  
1020 Johnson Ferry Road  
Marietta, Georgia 30068

Windy Hill Office  
1041 Windy Hill Road  
Smyrna, Georgia 30080

Cleveland Road Office  
1237 Cleveland Road  
Dalton, Georgia 30721

Cobb Office/Town Center  
440 Earnest Barrett Pkway, Ste 21  
Kennesaw, Georgia 30144

Duluth Office  
4245 Pleasant Hill Road  
Duluth, Georgia 30136

Alpharetta Office  
11790 Haynes Bridge Road  
Alpharetta, Georgia 30201

West Cobb Office  
5987 Mableton Parkway  
Mableton, Georgia 30059

Thornton Avenue Office  
401 South Thornton Avenue  
Dalton, Georgia 30720

Winn Dixie Office  
2518 East Walnut Avenue  
Dalton, Georgia 30721

Orlando Office  
201 East Pine Street  
Orlando, Florida 32801

Casselberry Branch Office  
894 East Semoran Boulevard  
Casselberry, Florida 32707

Kissimmee Branch Office  
2720 North Orange  
Kissimmee, Florida 32742

Kissimmee Branch Office  
1412 West Vine Street  
Kissimmee, Florida 34741

Altamonte Springs Branch  
919 West State Road  
Altamonte Spring, Florida 32714

Lake Mary Branch Office  
4699 West Lake Mary  
Lake Mary, Florida 32746

Winter Park Branch Office  
699 North Orlando Avenue  
Winter Park, Florida 32789

Longwood Branch Office  
2127 West State Road  
Longwood, Florida 32707

Ormond Beach Branch  
201 S. Nova Road  
Ormond Beach, Florida 32174

Port Orange Branch  
900 Village Trail  
Port Orange, Florida 32019

New Smyrna Beach Branch  
161 North Causeway  
New Smyrna Beach, Florida 32168

Pierson Branch  
106 North Center Street  
Pierson, Florida 32180

Miami Beach Branch Office  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Fort Lauderdale Branch Office  
600 South Andrews Avenue  
Fort Lauderdale, Florida 33301

Miami Beach Branch Office  
975 Arthur Godfrey Road  
Miami Beach, Florida 33140

Boca Raton Branch Office  
21302 St. Andrews Boulevard  
Boca Raton, Florida 33433

Beachside Branch Office  
18170 Collins Avenue  
North Miami Beach, Florida 33160

Mystic Pointe Branch Office  
3560 Mystic Pointe Drive  
Aventura, Florida 33180

Hollywood Branch Office  
2434 Hollywood Boulevard  
Hollywood, Florida 33020

Sunny Isles Branch Office  
290 Sunny Isles Boulevard  
North Miami Beach, Florida 33160

Key Biscayne Branch Office  
600 Crandon Boulevard  
Key Biscayne, Florida 33149

Eustis Branch Office  
2801 South Bay Street  
Eustis, Florida 32726

Leesburg Branch Office  
1330 W. Citizens Boulevard  
Leesburg, Florida 34748

Tavares Branch Office  
224 N. Sinclair Avenue  
Tavares, Florida 32778

Mount Dora Branch Office  
909 N. Donnelly Street  
Mount Dora, Florida 32757

Umatilla Branch Office  
356 N. Central Avenue  
Umatilla, Florida 32784

Lady Lakes Branch Office  
944 Bichara Boulevard  
Lady Lakes, Florida 32159

Brandon Branch Office  
510 Vonderburg Drive  
Brandon, Florida 33511

Park Central Branch Office  
410 Ware Boulevard  
Tampa, Florida 33619

Seffner Branch Office  
1707 S. Parsons Avenue  
Seffner, Florida 33584

Plant City Branch Office  
2318 Jim Redman Parkway  
Plant City, Florida 33566

Downtown Branch Office  
200 E. Madison Street  
Tampa, Florida 33602

Apollo Beach Branch Office  
205 Apollo Beach Boulevard  
Apollo Beach, Florida 33572

Westshore Branch Office  
4427 W. Kennedy Boulevard  
Tampa, Florida 33609

Anderson Branch Office  
12002 Anderson Road  
Tampa, Florida 33625

Wal-Mart Super Center  
17030 U. S. Highway 441  
Mount Dora, Florida 32757

EXHIBIT B

ARTICLES OF INCORPORATION  
OF  
FIRST COLONIAL BANK

The undersigned, acting as incorporators of a banking corporation under the Code of Alabama, adopts on this the 21st day of January, 1991, the following Articles of Incorporation for such banking corporation:

ARTICLE I

Name

The name of the Corporation shall be First Colonial Bank.

ARTICLE II

Objects

The objects for which the corporation is formed are:

(A) To do all things necessary and incident to carrying on the business of banking and such business as is done by trust companies doing a banking business.

(B) To discount bills, notes and other evidences of debt.

(C) To receive and pay out deposits, with or without interest, to receive on special deposit money, bullion, foreign money, stock, bonds or other security.

(D) To buy and sell on foreign and domestic exchanges, bullion, bonds, stocks, bills of exchange, notes and other negotiable paper.

(E) To lend money on personal security, upon pledge of bonds, stocks, or other negotiable security.

(F) To lend money and to receive security therefor by mortgage on personal property and real property.

(G) To do any business and perform any acts incident to the general banking business and the business of trust companies doing a banking business.

(H) To buy, sell, lease, acquire, own, use and occupy real estate in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.



(I) To enter into contracts with persons, firms, associations and corporations for services of each and every kind that may be necessary or beneficial to the welfare of said banking business.

(J) To do each and every legal thing that may be for the betterment or welfare of said banking business.

### ARTICLE III

#### Principal Office

The location of the principal office of First Colonial Bank in the State of Alabama shall be One Commerce Street, Montgomery, Alabama.

### ARTICLE IV

#### Capital Stock

The amount of the total authorized capital stock shall be \$100,000.00, divided into 100,000 shares of the par value of \$1.00 each.

The amount of capital stock with which the corporation will begin business shall be \$10,000.00 as capital stock. The original stock is to sell for \$10.00 for each share. Therefore, the total derived from the 10,000 shares of stock will be \$10,000.00, which sum shall be set up as capital stock.

### ARTICLE V

#### Registered Office

The address of the initial registered office of the corporation is One Commerce Street, Montgomery, Alabama, and the name of its initial registered agent at such address is Charlotte G. Cooney.

### ARTICLE VI

#### Incorporators

(A) The names and post office addresses of the incorporators are as follows:

Thomas F. Oldweller

Post Office Box 45  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 45  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 46  
Mobile, Alabama 36601

(B) The number of directors constituting the initial Board of Directors is three (3), and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected, are as follows:

Thomas P. Oldweller

Post Office Box 46  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 46  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 46  
Mobile, Alabama 36601

#### ARTICLE VII

##### Duration

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

#### ARTICLE VIII

##### Powers

The corporation shall possess all of the powers necessary and incident to the conduct of the banking business and it is hereby vested with the necessary power to carry out the objects herein expressed in Article II hereof, and shall have all powers especially conferred upon this corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(A) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.

(B) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.

(C) To buy, sell, lease, acquire, own, use and occupy estate and personal property in any locality, in a legal manner that may be necessary or convenient for the conduct and maintenance of said banking business.

(B) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any mortgage or collateral security that it might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

#### ARTICLE IX Bylaws

The dates on which the stockholders' annual meeting shall be held, the number of directors and terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. Officers may be created by the bylaws and filled by the board of directors. The corporation shall have power to make bylaws for the regulation and government of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation, on the date first set forth above.

*Thomas P. Oldweiler*

Thomas P. Oldweiler

*Daniel B. Graves*

Daniel B. Graves

*Carroll E. Blaw, Jr.*

Carroll E. Blaw, Jr.

As required by Alabama law,  
this instrument prepared by:

Thomas P. Oldweiler  
Miller, Hamilton, Snider & Odom  
Post Office Box 46  
Mobile, Alabama 36601  
335-411-1414

STATE OF ALABAMA  
MONTGOMERY COUNTY

TO THE PROBATE JUDGE OF MONTGOMERY COUNTY:

This is to certify that I have examined into all of the proceedings of Thomas F. Cloweller and others to organize a bank at Montgomery, Alabama; that I have investigated and found the character and general fitness of the persons named as stockholders in said bank are such as to command the confidence of the community and that there is a public necessity for and sufficient business at Montgomery, Alabama to support a bank; that I have examined the Articles of Incorporation submitted herewith and find the same in substantial conformity to law and that the incorporators have done all things necessary to comply with the law in the organization of a bank;

Therefore, this is to certify that FIRST COLONIAL BANK, Montgomery, Alabama has complied with the laws of the State of Alabama for the organization of a corporation to engage in the banking business, and you are hereby authorized to file in your office the Articles of Incorporation of First Colonial Bank submitted herewith.

WITNESS my hand and seal of office this the 23rd day of January, 1931.



*Jack Thompson*  
\_\_\_\_\_  
Jack Thompson  
Superintendent of Banks  
State of Alabama

2  
F97000003442

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

254 STATE STREET

MOBILE, ALABAMA 36603

POST OFFICE BOX 45

MOBILE, ALABAMA 36601

(334) 432-1414

TELECOPIER (334) 433-4105

PALMER C. HAMILTON  
JOHN C.H. MILLER, JR.  
RONALD A. SNIDER  
MICHAEL D. WATERS  
GEORGE A. LIMAISTRE, JR.  
LESTER M. BRIDGEMAN  
CHRISTOPHER G. HUME, III  
RICHARD A. WRIGHT  
M. KATHRYN KNIGHT  
MATTHEW C. McDONALD  
JOSEPH R. SULLIVAN  
A. CARSON I. NICOLSON  
JAMES REPMACHAK

CHRISTOPHER KERN  
GREGORY C. BUFFALOW  
MICHAEL M. SHIPPER  
THOMAS J. WOODFORD  
ERIC J. DYAS  
JEAN M. POWERS  
HUGH C. NICKSON, III  
DAVID F. WALKER  
ROSEMARY P. COLE  
ROBERT B. W. McLAUGHLIN  
W. MARK ANDERSON, IV

OF COUNSEL:  
LEWIS G. ODOM, JR.

WASHINGTON, D.C. OFFICE

SUITE 200

1925 K STREET, N.W.

WASHINGTON, D.C. 20006

(202) 429-9223

TELECOPIER (202) 331-0388

MONTGOMERY, ALABAMA OFFICE

SUITE 802

ONE COMMERCE STREET

MONTGOMERY, ALABAMA 36104

POST OFFICE BOX 19

MONTGOMERY, ALABAMA 36101-0019

(334) 634-5550

TELECOPIER (334) 265-4533

June 26, 1997

REPLY TO:  
Mobile Office

VIA FEDERAL EXPRESS

Ms. Susan Payne  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
7/1/97 5:01 a.m.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4:08

Re: Articles of Merger of Great Southern Bank, West Palm Beach, Florida, and Colonial Bank, Montgomery, Alabama

Articles of Merger of First Commerce Bank of Polk County, Winter Haven, Florida, and Colonial Bank, Montgomery, Alabama

Dear Ms. Payne:

500002232355--9

-07/08/97--01019--016

\*\*\*\*122.50 \*\*\*\*122.50

As referenced in my letter to Ms. Karon Beyer dated June 23, 1997, and pursuant to our telephone conversation earlier today, enclosed please find Articles of Merger for the above-referenced transactions.

The original and one copy of the Articles of Merger pertaining to the Great Southern transaction are enclosed at Exhibit 1, while the original and one copy of the Articles of Merger for the First Commerce transaction are enclosed at Exhibit 2. A check in the amount of \$122.50 payable to the Florida Department of State is enclosed with each set of Articles to cover the filing fees and the certification of the aforementioned copies.

As you will notice in the Articles, the Effective Time of the Great Southern merger is specified as 5:01 a.m., Central Standard Time, on Tuesday, July 1, 1997, while the Effective Time of the First Commerce merger is specified as 5:02 a.m., Central

merger of  
6/30/97

70  
52.50  
122.50  
CERT. COPY \_\_\_\_\_  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

Ms. Susan Payne  
June 26, 1997  
Page 2

Standard Time, on that same date. As a result, my objective is for both sets of Articles to be filed on Monday, June 30, 1997. However, I would appreciate your waiting to hear from me on Monday before filing these documents.

I appreciate all of your assistance in coordinating these filings, as well as the other documents you already have in hand. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,



Eric J. Dyas  
FOR THE FIRM

EJD/s

Enclosures

U:\ATTY\BJD\CBQ\GREAT\13641.L08  
U:\ATTY\BJD\CBQ\FIRSTCOM\13606.L07

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GREAT SOUTHERN BANK, a FL Corp., #K23286

INTO

COLONIAL BANK, an Alabama corporation, F97000003442

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**  
**OF**  
**GREAT SOUTHERN BANK**  
**WEST PALM BEACH, FLORIDA**  
**AND**  
**COLONIAL BANK**  
**MONTGOMERY, ALABAMA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4:08  
EFFECTIVE DATE  
7/1/97 5:01 a.m.

The undersigned corporations, GREAT SOUTHERN BANK, WEST PALM BEACH, FLORIDA, and COLONIAL BANK, MONTGOMERY, ALABAMA, file these Articles of Merger and certify that:

1. Great Southern Bank, West Palm Beach, Florida ("Bank"), a Florida banking corporation, is hereby merged with and into Colonial Bank, Montgomery, Alabama ("Colonial"), an Alabama banking corporation, pursuant to an Agreement of Merger dated as of May 7, 1997 (the "Agreement"), a copy of which is attached as Exhibit A, and in accordance with the provisions of the Alabama and Florida Business Corporation Acts and the Alabama and Florida Banking Codes.
2. The surviving corporation is Colonial, an Alabama banking corporation.
3. The merger shall be effective at 5:01 a.m., Central Standard Time, on July 1, 1997.
4. The Agreement was approved by the Board of Directors of Colonial on March 24, 1997, and was approved by the sole shareholder of Colonial, The Colonial BancGroup, Inc., Montgomery, Alabama, on May 13, 1997.
5. The Agreement was approved by the Board of Directors of Bank on April 16, 1997, and was approved by the sole shareholder of Bank, Great Southern Bancorp, on May 9, 1997.

Dated: June 23, 1997

**GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA**

By: 

J. Russell Greene  
Executive Vice President

**COLONIAL BANK,  
MONTGOMERY, ALABAMA**

By: 

Robert E. Lowder  
President



**EXHIBIT A**

**AGREEMENT OF MERGER**

**between**

**GREAT SOUTHERN BANK  
WEST PALM BEACH, FLORIDA**

**and**

**COLONIAL BANK  
MONTGOMERY, ALABAMA**

This Agreement of Merger is dated as of the 7th day of May, 1997, between **GREAT SOUTHERN BANK**, West Palm Beach, Florida ("Great Southern"), a Florida state bank and wholly-owned subsidiary of **GREAT SOUTHERN BANCORP** ("Bancorp"), a Florida corporation with its principal place of business in West Palm Beach, Florida, and **COLONIAL BANK**, Montgomery, Alabama ("Colonial"), an Alabama state bank and wholly-owned subsidiary of **THE COLONIAL BANCGROUP, INC.** ("BancGroup"), a Delaware corporation with its principal place of business in Montgomery, Alabama, and provides for the merger of Great Southern with and into Colonial (the "Merger") .

**WHEREAS**, BancGroup operates Colonial as an Alabama bank subsidiary; and

**WHEREAS**, Bancorp operates Great Southern as a Florida bank subsidiary; and

**WHEREAS**, the boards of directors of Great Southern and Colonial have approved this Agreement of Merger ("Agreement") and have authorized the execution hereof;

IT IS THEREFORE AGREED, as follows:

1. NAME. The name of the bank resulting from the Merger shall be "Colonial Bank."

2. MERGER-TERMS AND CONDITIONS. The terms and conditions of the Merger are:

(a) Applicable Law. On the Effective Date, as defined in Section 5(i) hereof, Great Southern shall be merged with and into Colonial (herein referred to as the "Resulting Bank" whenever reference is made to it as of the time of merger or thereafter). The Merger shall be undertaken pursuant to the provisions of and with the effect provided in the Alabama Banking Code. The offices and facilities of Great Southern and of Colonial shall become the offices and facilities of the Resulting Bank and shall include those Colonial offices and facilities listed in Exhibit A hereto, as well as the following Great Southern offices and facilities:

Palm Beach Lakes Office  
2000 Palm Beach Lakes Blvd  
West Palm Beach, FL 33409

Atlantis Office  
3100 Lantana Road  
Lantana, FL 33462

Southern Centre Office  
10455 Southern Boulevard  
Royal Palm Beach, FL 33411

Jupiter Office  
185 East Indiantown Road  
Jupiter, Florida 33477

Royal Palm Beach Office  
11317 Okeechobee Road  
Royal Palm Beach, FL 33411

Century Plaza Office  
5750 Okeechobee Boulevard  
West Palm Beach, FL 33417  
(approved but unopened)

(b) Corporate Existence. On the Effective Date, the corporate existence of Great Southern and of Colonial shall, as provided in the Alabama Banking Code, be merged into and continued in the Resulting Bank, and the Resulting Bank shall be deemed to be the same corporation as Great Southern and Colonial. All rights, franchises and interests of Great Southern and Colonial, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Resulting Bank by virtue of the Merger without any deed or other transfer. The Resulting Bank, on the Effective Date, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, transfer agent and registrar of stocks and bonds, guardian of estates, assignee, and receiver and in every other fiduciary capacity and in every agency, and capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Great Southern and Colonial, respectively, on the Effective Date.

(c) Liabilities. Except as may be otherwise provided for herein, the Resulting Bank on the Effective Date shall be liable for all liabilities of Great Southern and of Colonial and all deposits, debts, liabilities, obligations and contracts of Great Southern and of Colonial, respectively, matured and unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of Great Southern or of Colonial, and such liabilities shall be those of the Resulting Bank and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all

liens on property of either Great Southern or Colonial shall be preserved unimpaired.

3. CONVERSION OF SHARES.

(a) Conversion of Great Southern Stock. On the Effective Date, each share of Great Southern common stock outstanding shall be canceled.

(b) Colonial Stock. The shares of common stock of Colonial issued and outstanding immediately before the Effective Date shall continue to be issued and outstanding shares of the Resulting Bank.

4. ARTICLES OF INCORPORATION AND BYLAWS. On the Effective Date, the articles of incorporation and bylaws of the Resulting Bank shall be the articles of incorporation and bylaws of Colonial as they exist immediately before the Effective Date. A copy of Colonial's Articles of Incorporation are attached hereto as Exhibit B.

5. ADDITIONAL TERMS OF MERGER.

(a) Resulting Bank's Officers and Board. The officers and board of directors of the Resulting Bank shall consist of those persons serving in such capacities of Colonial immediately before the Effective Date and shall include:

### Officers

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

W. Flake Oakley, IV  
Chief Financial Officer  
The Colonial BancGroup, Inc.  
250 Commerce Street  
Montgomery, AL 36104

Young J. Boozer, III  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Michelle M. Condon  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Donna R. Piel  
Secretary  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Don J. Giardina  
President  
Birmingham District  
Post Office Box 1887  
Birmingham, AL 35201

Linda L. Green  
President  
Huntsville District  
101 Governors Drive  
Huntsville, AL 35801

Bill Lucas  
President  
Northwest District  
Post Office Drawer 150  
Tuscumbia, AL 35674

Stephen W. Whatley  
President  
East Central District  
Post Office Box 370  
Anniston, AL 36202

R. Leon Hill  
President  
Baldwin County District  
Post Office Box 430  
Foley, AL 36536

Michael D. Fitzhugh  
President  
Mobile District  
3254 Dauphin Street  
Mobile, AL 36606

P. L. McLeod, Jr.  
President  
Montgomery District  
Post Office Box 1108  
Montgomery, AL 36192

Alan T. Romanchuck  
President  
Colonial Bank  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Charles W. Brinkley, Jr.  
President  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

### Officers

H. E. Davis  
President/Central Florida Region  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

Richard H. Eatman  
President/Bay Area Region  
Colonial Bank  
510 Vonderburg Drive  
Brandon, Florida 33511

Barton S. Goldberg  
President/South Florida Region  
Colonial Bank  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

### Directors

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Howell Henderson  
Owner  
R. P. Henderson & Son  
12 Mimosa Road  
Pell City, AL 35125

John C. Miller  
Executive Vice President  
Land Title Company of Alabama  
600 20th Street, North  
Birmingham, AL 35203

Harold D. King  
Chairman of Board  
Colonial Bank  
1928 First Avenue North  
Birmingham, AL 35203

Frances E. Roper  
Owner  
Roper's Flowers  
2003 Big Cove Road, S.E.  
Huntsville, AL 35801

Simuel Sippial  
Owner  
Mini Storage Company  
135 Fox Hall Road  
Pike Road, AL 36064

Robert M. Guillot  
Chairman of Board  
Colonial Bank  
Post Office Box 1083  
Florence, AL 35631

John C. H. Miller, Jr.  
Attorney  
Miller, Hamilton, Snider & Odom, L.L.C.  
254 State Street  
Mobile, AL 36603

Augustus K. Clements, III  
General Agent  
New England Life Insurance Company  
Post Office Box 1030  
Montgomery, AL 36102

(b) Shareholder Approval. This Agreement shall be submitted to the shareholder of Great Southern and Colonial as promptly as practicable consistent with the satisfaction of the conditions set forth in the Agreement.

(c) Conditions to the Obligations of Colonial and Great Southern. The consummation of this Agreement is conditioned on (i) notification to or approval of all appropriate regulatory authorities including the Florida Department of Banking and Finance, (ii) the simultaneous merger of Bancorp and BancGroup, and (iii) approval of the shareholders of Great Southern and Colonial.

(d) Termination. This Agreement may be terminated at any time prior to the Effective Date by the mutual consent of the respective boards of directors of Great Southern and Colonial.

(e) Further Acts. If, at any time after the Effective Date, the Resulting Bank shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record, in the Resulting Bank, title to and possession of any property or right of Great Southern or Colonial, acquired as a result of the Merger, or (ii) otherwise to carry out the purposes of this Agreement, Great Southern or Colonial and its officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property or rights in the Resulting Bank and otherwise to carry

out the purposes of this Agreement; and the proper officers and directors of the Resulting Bank are fully authorized in the name of Great Southern or Colonial, or otherwise, to take any and all such action.

(f) Trust Powers. The Resulting Bank shall have trust powers.

(g) Capital Stock. The Resulting Bank will have 21,750 shares of common stock, \$1.00 par value, outstanding, additional paid in capital of \$78,582,587 and retained earnings of \$26,093,339.

(h) Counterparts. This Agreement may be executed in a number of identical counterparts, each of which for all purposes is deemed an original, and all of which shall constitute collectively one (1) agreement.

(i) Effective Date. Subject to the terms of all requirements of law and the conditions specified in this Agreement, the Merger shall become effective on the date specified in the Certificate of Merger to be issued by the Secretary of State of the State of Alabama (such time being herein called the "Effective Date").



IN WITNESS WHEREOF, Great Southern and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA

BY: 

BY: 

ITS: Executive Vice President and  
Chief Operating Officer

ITS: President and Chief Executive Officer

[SEAL]

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: \_\_\_\_\_

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

ITS: \_\_\_\_\_

[SEAL]

U:\ATTNEDIC\BG\GREAT\13641.D06

IN WITNESS WHEREOF, Great Southern and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

GREAT SOUTHERN BANK,  
WEST PALM BEACH, FLORIDA

BY: \_\_\_\_\_

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

ITS: \_\_\_\_\_

[SEAL]

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: Dona L. Piel

BY: BTT Lb

ITS: Secretary

ITS: Chairman

[SEAL]

U:\ATTY\EDIC3\GIGREAT\117641.D06

Huntsville Office  
101 Governors Drive  
Huntsville, Alabama 35801

North Parkway Office  
1217 North Memorial Parkway  
Huntsville, Alabama 35816

Northwest Office  
3500 Mastin Lake Road, NW  
Huntsville, Alabama 35810

Westbury Office  
901 Airport Road  
Huntsville, Alabama 35802

Scottsboro Office  
507 South Broad Street  
Scottsboro, Alabama 35768

Athens Office  
101 South Clinton Street  
Athens, Alabama 35611

Hartselle Office  
802 Highway 31, North  
Hartselle, Alabama 35640

Decatur Office  
1425 Beltline Road, SW  
Decatur, Alabama 35603

Bailey Cove Office  
9010 Bailey Cove Road  
Huntsville, Alabama 35802

Madison Square Office  
4955 University Drive  
Huntsville, Alabama 35806

Williams Avenue Office  
1900 Memorial Parkway  
Huntsville, Alabama 35804

Wal-Mart Super Center  
6140-A University Drive  
Huntsville, Alabama 35806

Wal-Mart Super Center  
1011 Highway 72 West  
Athens, Alabama 35611

Tuscumbia Office  
101 South Main Street  
Tuscumbia, Alabama 35674

Tuscumbia Drive-In  
300 North Main Street  
Tuscumbia, Alabama 35674

Center Star Office  
5690 Highway 72 East  
Killen, Alabama 35645

Cherokee Office  
150 E. First Street  
Cherokee, Alabama 35616

Florence Office  
2704 Hough Road  
Florence, Alabama 35630

Russellville Office  
101 North Jackson Avenue  
Russellville, Alabama 35653

Russellville Drive-In  
401 North Jackson Avenue  
Russellville, Alabama 35653

EXHIBIT A  
COLONIAL OFFICES AND FACILITIES

Montgomery Office (Main Office)  
One Commerce Street  
Montgomery, Alabama 36104

Birmingham Office  
1928 1st Avenue, North  
Birmingham, Alabama 35203

Grayson Valley Office  
5580 Chalkville Mountain Road  
Birmingham, Alabama 35235

Forestdale Office  
1602 Forestdale Plaza  
Birmingham, Alabama 35214

Gardendale Office  
1325 Decatur Highway  
Gardendale, Alabama 35071

Hoover Office  
1596 Montgomery Highway  
Birmingham, Alabama 35216

Pleasant Grove Office  
27 Park Road  
Pleasant Grove, Alabama 35127

Medical Center Office  
1801 5th Avenue South  
Birmingham, Alabama 35233

Vestavia Office  
1034 Montgomery Highway  
Vestavia Hills, Alabama 35216

West Oxmoor Office  
#47 West Oxmoor Road  
Birmingham, Alabama 35209

Meadowbrook Office  
4705 Meadowbrook Road  
Birmingham, Alabama 35242

Jasper Office  
301 20th Street West  
Jasper, Alabama 35501

Parkland Office  
500 7th Avenue  
Jasper, Alabama 35501

Pelham Office  
2998 Pelham Parkway  
Pelham, Alabama 35124

Homewood Office  
1900 29th Avenue South  
Birmingham, Alabama 35209

Bessemer Office  
825 9th Avenue North  
Bessemer, Alabama 35020

Eastwood Office  
1536 Montclair Road  
Birmingham, Alabama 35210

Jasper Wal-Mart Office  
1801 Highway 78 East  
Jasper, Alabama 35501

Phil Campbell Office  
Broad Street  
Phil Campbell, Alabama 35581

Red Bay Office  
117 Fourth Avenue South  
Red Bay, Alabama 35582

Red Bay Drive-In  
305 Fourth Avenue, SW  
Red Bay, Alabama 35582

Village Square Office  
1020 Highway 43 Bypass  
Russellville, Alabama 35653

Lexington Office  
337 Highway 101  
Lexington, Alabama 35648

Moulton Office  
720 Seminary Street  
Moulton, Alabama 35650

East Moulton Office  
15259 Court Street  
Moulton, Alabama 35650

East Lawrence Office  
24891 County Road 460  
Trinity, Alabama 35673

Anniston Office  
1111 Quintard Avenue  
Anniston, Alabama 36201

Alexandria Office  
6630 U.S. Highway 431  
Alexandria, Alabama 36250

Jacksonville Office  
510 South Pelham Road  
Jacksonville, Alabama

Ohatchee Office  
7818 Alabama Highway 77  
Ohatchee, Alabama 36271

Pell City Office  
2203 First Avenue North  
Pell City, Alabama 35125

Moody Office  
2821 Moody Parkway  
Moody, Alabama 35004

Ragland Office  
186 Church Street  
Ragland, Alabama 35131

Highway 78 East Office  
2020 U.S. Highway 78 East  
Oxford, Alabama 36203

Lineville Office  
301 East Main Street  
Lineville, Alabama 36266

Oxford Wal-Mart  
92 Plaza Lane  
Oxford, Alabama 36203

Heflin Office  
835 Ross Street  
Heflin, Alabama 36264

Hollis Crossroads Office  
U.S. Hwy 431 & Alabama Hwy 9  
Heflin, Alabama 36264

Ranburne Office  
Alabama Hwy 46 & Main Street  
Ranburne, Alabama 36273

Roanoke Office  
3140 Highway 431  
Roanoke, Alabama 36274

East Central Operations Center  
1101 Wilmer Avenue  
Anniston, Alabama 36201

Foley Office  
200 W. Laurel Street  
Foley, Alabama 36535

Fairhope Office  
387 Fairhope Avenue  
Fairhope, Alabama 36532

Gulf Shores Office  
1500 Gulf Shores Parkway  
Gulf Shores, Alabama 36542

Dauphin Street Office  
3254 Dauphin Street  
Mobile, Alabama 36606

Saraland Office  
15 North Highway 43  
Saraland, Alabama 36571

Plantation Pointe Office  
906 Plantation Boulevard  
Fairhope, Alabama 36532

Orange Beach Office  
25239 Perdido Beach Boulevard  
Orange Beach, Alabama 36561

Wal-Mart Super Center  
2200 S. McKenzie Street  
Foley, Alabama 36535

Wal-Mart Super Center  
1095 Industrial Parkway  
Saraland, Alabama 36571

Lillian Office  
34023 U.S. Highway 98  
Lillian, Alabama 36549

Bell Road Office  
2795 Bell Road  
Montgomery, Alabama 36117

Eastdale Office  
3900 Eastdale Circle  
Montgomery, Alabama 36117

Old Farm Office  
2914 Carter Hill Road  
Montgomery, Alabama 36106

Perry Street Office  
671 South Perry Street  
Montgomery, Alabama 36104

Clanton Office  
501 2nd Avenue  
Clanton, Alabama 35045

Opp Office  
113 East Hart Avenue  
Opp, Alabama 36467

Opelika Office  
600 Second Avenue  
Opelika, Alabama 36801

Auburn Office  
141 E. Magnolia Avenue  
Auburn, Alabama 36830

Andalusia Office  
1100 East Three Notch Street  
Andalusia, Alabama 36420

Dadeville Office  
216 South Broadnax Street  
Dadeville, Alabama 36853

LaFayette Office  
54 North LaFayette Street  
LaFayette, Alabama 36862

Valley Office  
3202 20th Avenue  
Valley, Alabama 36854

Phenix City Office  
1201 Broad Street  
Phenix City, Alabama 36867

280 By-Pass Office  
1200 280 By-Pass  
Phenix City, Alabama 36867

Eufaula Office  
990 South Eufaula Avenue  
Eufaula, Alabama 36027

Troy Office  
1219 Highway 231 South  
Troy, Alabama 36081

Brundidge Office  
200 North Main Street  
Brundidge, Alabama 36101

Ariton Office  
101 East Main Street  
Ariton, Alabama 36311

Clay Bank Office  
962 East Andrews Avenue  
Ozark, Alabama 36360

Downtown Office  
305 South Union Avenue  
Ozark, Alabama 36360

Wal-Mart Super Center  
U.S. Highway 280 North  
Alexander City, Alabama 35010

Wal-Mart Super Center  
600 Boll Weevil Circle  
Enterprise, Alabama 36330

Enterprise Office  
201 South Edwards Street  
Enterprise, Alabama 36330

Wal-Mart Super Center  
1903 Cobbs Ford Road  
Prattville, Alabama 36066

Brewton Office  
405 Douglas Avenue  
Brewton, Alabama 36426

Castleberry Office  
Cleveland Ave. & E. Railroad St.  
Castleberry, Alabama 36432

Evergreen Office  
405 Belleville Street  
Evergreen, Alabama 36401

Greenville Office  
120 Greenville Bypass  
Greenville, Alabama 36037

Repton Office  
Highway 84 & Jones Street  
Repton, Alabama 36475

University Drive Office  
2124 East University Drive  
Auburn, Alabama 36830

Motor Bank Drive-In  
Franklin at Rands Avenue, SE  
Huntsville, Alabama 35801

South Parkway Office  
11218 South Memorial Parkway  
Huntsville, Alabama 35803

Florence Office  
320 South Pine Street  
Florence, Alabama 35630

Theodore Office  
5826 Highway 90  
Theodore, Alabama 36582

Fayetteville Office  
307 E. College Street  
Fayetteville, Tennessee 37334

Pulaski Office  
307 W. Madison Street  
Pulaski, Tennessee 38478

Fayetteville Office  
1422 Huntsville Highway  
Fayetteville, Tennessee 37334

Ardmore Office  
212 W. Main Street  
Ardmore, Tennessee 38449

Wal-Mart Super Center Office  
1224 Huntsville Highway  
Fayetteville, Tennessee 37334

Dunwoody Office  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Buckhead Office  
3789 Roswell Road  
Atlanta, Georgia 30342

Columbus Office  
6100 Whitesville Road  
Columbus, Georgia 31904

Clairmont Office  
3361 Clairmont Road  
Atlanta, Georgia 30329

Lawrenceville Office  
390 Crogan Street  
Lawrenceville, Georgia 30245

Johnson Ferry Office  
1020 Johnson Ferry Road  
Marietta, Georgia 30068

Windy Hill Office  
1041 Windy Hill Road  
Smyrna, Georgia 30080

Cleveland Road Office  
1237 Cleveland Road  
Dalton, Georgia 30721



Cobb Office/Town Center  
440 Earnest Barrett Pkway, Ste 21  
Kennesaw, Georgia 30144

Duluth Office  
4245 Pleasant Hill Road  
Duluth, Georgia 30136

Alpharetta Office  
11790 Haynes Bridge Road  
Alpharetta, Georgia 30201

West Cobb Office  
5987 Mableton Parkway  
Mableton, Georgia 30059

Thornton Avenue Office  
401 South Thornton Avenue  
Dalton, Georgia 30720

Winn Dixie Office  
2518 East Walnut Avenue  
Dalton, Georgia 30721

Orlando Office  
201 East Pine Street  
Orlando, Florida 32801

Casselberry Branch Office  
894 East Semoran Boulevard  
Casselberry, Florida 32707

Kissimmee Branch Office  
2720 North Orange  
Kissimmee, Florida 32742

Kissimmee Branch Office  
1412 West Vine Street  
Kissimmee, Florida 34741

Altamonte Springs Branch  
919 West State Road  
Altamonte Spring, Florida 32714

Lake Mary Branch Office  
4699 West Lake Mary  
Lake Mary, Florida 32746

Winter Park Branch Office  
699 North Orlando Avenue  
Winter Park, Florida 32789

Longwood Branch Office  
2127 West State Road  
Longwood, Florida 32707

Ormond Beach Branch  
201 S. Nova Road  
Ormond Beach, Florida 32174

Port Orange Branch  
900 Village Trail  
Port Orange, Florida 32019

New Smyrna Beach Branch  
161 North Causeway  
New Smyrna Beach, Florida 32168

Pierson Branch  
106 North Center Street  
Pierson, Florida 32180

Miami Beach Branch Office  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Fort Lauderdale Branch Office  
600 South Andrews Avenue  
Fort Lauderdale, Florida 33301

Miami Beach Branch Office  
975 Arthur Godfrey Road  
Miami Beach, Florida 33140

Boca Raton Branch Office  
21302 St. Andrews Boulevard  
Boca Raton, Florida 33433

Beachside Branch Office  
18170 Collins Avenue  
North Miami Beach, Florida 33160

Mystic Pointe Branch Office  
3560 Mystic Pointe Drive  
Aventura, Florida 33180

Hollywood Branch Office  
2434 Hollywood Boulevard  
Hollywood, Florida 33020

Sunny Isles Branch Office  
290 Sunny Isles Boulevard  
North Miami Beach, Florida 33160

Key Biscayne Branch Office  
600 Crandon Boulevard  
Key Biscayne, Florida 33149

Eustis Branch Office  
2801 South Bay Street  
Eustis, Florida 32726

Leesburg Branch Office  
1330 W. Citizens Boulevard  
Leesburg, Florida 34748

Tavares Branch Office  
224 N. Sinclair Avenue  
Tavares, Florida 32778

Mount Dora Branch Office  
909 N. Donnelly Street  
Mount Dora, Florida 32757

Umatilla Branch Office  
356 N. Central Avenue  
Umatilla, Florida 32784

Lady Lakes Branch Office  
944 Bichara Boulevard  
Lady Lakes, Florida 32159

Brandon Branch Office  
510 Vonderburg Drive  
Brandon, Florida 33511

Park Central Branch Office  
410 Ware Boulevard  
Tampa, Florida 33619

Seffner Branch Office  
1707 S. Parsons Avenue  
Seffner, Florida 33584

Plant City Branch Office  
2318 Jim Redman Parkway  
Plant City, Florida 33566

Downtown Branch Office  
200 E. Madison Street  
Tampa, Florida 33602

Apollo Beach Branch Office  
205 Apollo Beach Boulevard  
Apollo Beach, Florida 33572

Westshore Branch Office  
4427 W. Kennedy Boulevard  
Tampa, Florida 33609

Anderson Branch Office  
12002 Anderson Road  
Tampa, Florida 33625

Wal-Mart Super Center  
17030 U. S. Highway 441  
Mount Dora, Florida 32757

EXHIBIT B

ARTICLES OF INCORPORATION  
OF  
FIRST COLONIAL BANK

The undersigned, acting as incorporators of a banking corporation under the Code of Alabama, adopts on this the 21st day of January, 1991, the following Articles of Incorporation for such banking corporation:

ARTICLE I

Name

The name of the Corporation shall be First Colonial Bank.

ARTICLE II

Objects

The objects for which the corporation is formed are:

(A) To do all things necessary and incident to carrying on the business of banking and such business as is done by trust companies doing a banking business.

(B) To discount bills, notes and other evidences of debt.

(C) To receive and pay out deposits, with or without interest, to receive on special deposit money, bullion, foreign money, stock, bonds or other security.

(D) To buy and sell on foreign and domestic exchanges, bullion, bonds, stocks, bills of exchange, notes and other negotiable paper.

(E) To lend money on personal security, upon pledge of bonds, stocks, or other negotiable security.

(F) To lend money and to receive security therefor by mortgage on personal property and real property.

(G) To do any business and perform any acts incident to the general banking business and the business of trust companies doing a banking business.

(H) To buy, sell, lease, acquire, own, use and occupy real estate in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(I) To enter into contracts with persons, firms, associations and corporations for services of each and every kind that may be necessary or beneficial to the welfare of said banking business.

(J) To do each and every legal thing that may be for the betterment or welfare of said banking business.

### ARTICLE III

#### Principal Office

The location of the principal office of First Colonial Bank in the State of Alabama shall be One Commerce Street, Montgomery, Alabama.

### ARTICLE IV

#### Capital Stock

The amount of the total authorized capital stock shall be \$100,000.00, divided into 100,000 shares of the par value of \$1.00 each.

The amount of capital stock with which the corporation will begin business shall be \$10,000.00 as capital stock. The original stock is to sell for \$10.00 for each share. Therefore, the total derived from the 10,000 shares of stock will be \$10,000.00, which sum shall be set up as capital stock.

### ARTICLE V

#### Registered Office

The address of the initial registered office of the corporation is One Commerce Street, Montgomery, Alabama, and the name of its initial registered agent at such address is Charlotte G. Cooney.

### ARTICLE VI

#### Incorporators

(A) The names and post office addresses of the incorporators are as follows:

Thomas F. Cidweller

Post Office Box 45  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 45  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 45  
Mobile, Alabama 36601

(B) The number of directors constituting the initial Board of Directors is three (3), and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected, are as follows:

Thomas P. Oldweiler

Post Office Box 45  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 45  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 45  
Mobile, Alabama 36601

#### ARTICLE VII

##### Duration

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

#### ARTICLE VIII

##### Powers

The corporation shall possess all of the powers necessary and incident to the conduct of the banking business and it is hereby vested with the necessary power to carry out the objects herein expressed in Article II hereof, and shall have all powers especially conferred upon this corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(A) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.

(B) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.

(C) To buy, sell, lease, acquire, own, use and occupy real estate and personal property in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(B) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any mortgage or collateral security that it might necessarily have taken over; provided, however, that its authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

ARTICLE IX  
Bylaws

The dates on which the stockholders' annual meeting shall be held, the number of directors and terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. Officers may be created by the bylaws and filled by the board of directors. The corporation shall have power to make bylaws for the regulation and government of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation, on the date first set forth above.

Thomas P. Oldweiler  
Thomas P. Oldweiler

Daniel B. Graves  
Daniel B. Graves

Carroll E. Blaw, Jr.  
Carroll E. Blaw, Jr.

As required by Alabama law,  
this instrument prepared by:

Thomas P. Oldweiler  
Miller, Hamilton, Snider & Odom  
Post Office Box 45  
Mobile, Alabama 36601  
225-432-1414

STATE OF ALABAMA  
MONTGOMERY COUNTY

TO THE PROBATE JUDGE OF MONTGOMERY COUNTY:

This is to certify that I have examined into all of the proceedings of Thomas F. Cliveller and others to organize a bank at Montgomery, Alabama; that I have investigated and found the character and general fitness of the persons named as stockholders in said bank are such as to command the confidence of the community and that there is a public necessity for and sufficient business at Montgomery, Alabama to support a bank; that I have examined the Articles of Incorporation submitted herewith and find the same in substantial conformity to law and that the incorporators have done all things necessary to comply with the law in the organization of a bank;

Therefore, this is to certify that FIRST COLONIAL BANK, Montgomery, Alabama has complied with the laws of the State of Alabama for the organization of a corporation to engage in the banking business, and you are hereby authorized to file in your office the Articles of Incorporation of First Colonial Bank submitted herewith.

WITNESS my hand and seal of office this the 23rd day of January, 1991.



*Jack Thompson*  
\_\_\_\_\_  
Jack Thompson  
Superintendent of Banks  
State of Alabama



SUPERINTENDENT OF BANKS  
STATE OF ALABAMA  
MONTGOMERY, ALABAMA

CERTIFICATE OF APPROVAL OF BANK MERGER

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, including certificates of all proceedings, showing that all requisite legal and corporate actions have been taken by First Colonial Bank, located at Montgomery, Alabama, and Colonial Bank, located at Lexington, Alabama, in accordance with Sections 10-2A-140, et seq. and Sections 5-7A-2, 5-7A-3, and 5-7A-40 through 5-7A-45, Code of Alabama 1975, to merge Colonial Bank, an Alabama banking corporation, into First Colonial Bank, an Alabama banking corporation, under the charter of First Colonial Bank and title of Colonial Bank with main office in Montgomery, in accordance with their Agreement of Merger dated as November 26, 1990.

NOW, THEREFORE, IT IS HEREBY FOUND that the merger would be for the best interest of the institutions affected and IT IS HEREBY CERTIFIED that the entire proceedings of the merger of First Colonial Bank and Colonial Bank are approved in all respects on the 4th day of February, 1991.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of office on this 4th day of February, 1991.

NOTED by Mr. [illegible]  
and [illegible]

ALL [illegible] [illegible]  
and [illegible] [illegible]  
[illegible] [illegible]

Jack Thompson  
Jack Thompson  
Superintendent of Banks  
State of Alabama



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photographic purposes.

Camera Operator *MR*

1 F97000003442

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

254 STATE STREET

MOBILE, ALABAMA 36603

POST OFFICE BOX 46

MOBILE, ALABAMA 36601

(334) 432-1414

TELECOPIER (334) 433-4106

PALMER C. HAMILTON  
JOHN C.H. MILLER, JR.  
RONALD A. SNIDER  
MICHAEL D. WATERS  
GEORGE A. LEMAISTRE, JR.  
LESTER M. BRIDGEMAN  
CHRISTOPHER G. HUME, III  
RICHARD A. WRIGHT  
M. KATHRYN KNIGHT  
MATTHEW G. McDONALD  
JOSEPH R. SULLIVAN  
A. CARSON I. NICOLSON  
JAMES R. RICHAK

CHRISTOPHER KERN  
GREGORY C. BUFFALOW  
MICHAEL M. SHIPPER  
THOMAS J. WOODFORD  
ERIC J. DYAS  
JEAN M. POWERS  
HUGH C. NICKSON, III  
DAVID F. WALKER  
ROSEMARY P. COLE  
ROBERT B. W. McLAUGHLIN  
W. MARK ANDERSON, IV

OF COUNSEL:  
LEWIS G. ODOM, JR.

WASHINGTON, D.C. OFFICE

SUITE 200

1925 K STREET, N.W.

WASHINGTON, D.C. 20006

(202) 429-9223

TELECOPIER (202) 331-0388

MONTGOMERY, ALABAMA OFFICE

SUITE 802

ONE COMMERCE STREET

MONTGOMERY, ALABAMA 36104

POST OFFICE BOX 19

MONTGOMERY, ALABAMA 36101-0019

(334) 834-5550

TELECOPIER (334) 265-4333

June 23, 1997

EFFECTIVE DATE  
7/1/97 5:00 a.m.

REPLY TO:

Mobile Office

VIA FEDERAL EXPRESS

Ms. Karon Beyer  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Merger of Colonial Bank, Orlando, Florida,  
and Colonial Bank, Montgomery, Alabama; Application by  
Foreign Corporation

Dear Ms. Beyer:

300002232353--6  
-07/08/97--01019--015  
\*\*\*\*122.50 \*\*\*\*122.50

Pursuant to my previous correspondence with you and my conversation with Susan Payne earlier today, enclosed please find the original and one copy of the Articles of Merger of Colonial Bank, Orlando, Florida ("Colonial-FL"), into Colonial Bank, Montgomery, Alabama ("Colonial-AL"). Enclosed with the Articles is a check in the amount of \$122.50 to cover the requisite filing fees and the certification of the enclosed copy of the Articles.

As contemplated in the Articles, at 5:00 a.m., Central Standard Time, on July 1, 1997, Colonial-FL will be merged with and into Colonial-AL. Subsequent to this merger, Colonial-AL must, as a foreign corporation, obtain the authorization of the Department of State to transact business in Florida. Therefore, also enclosed please find the original and one copy of an "Application by Foreign Corporation for Authorization to Transact Business in Florida," submitted on behalf of Colonial-AL, accompanied by a check in the amount of \$122.50 to cover the filing fees and the certification of the aforementioned copy.

FILING 70  
R. AGENT \_\_\_\_\_  
CERT. COPY 52.50  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 122.50

merger  
sf 6/30/97

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

Ms. Karon Beyer  
June 23, 1997  
Page 2

In that I am in the process of coordinating the filing of the enclosed Articles of Merger with Articles of Merger to be filed with the Alabama Secretary of State, as well as other corporate filings, I would appreciate your waiting until Monday, June 30, 1997, to file the enclosed documentation such that in the event there are complications, I might have the opportunity to make alternative filing arrangements.

Please be advised that in the next couple of days, I will be forwarding to you two additional sets of Articles of Merger, the effective times of which will immediately succeed the above-referenced merger of Colonial-FL into Colonial-AL.

If you have any questions or require any additional information, please do not hesitate to call me.

Very truly yours,

  
Eric J. Dyas  
FOR THE FIRM

EJD/hmh

Enclosures

U:\ATTY\EDICBG\GLOBAL\12681.L51

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COLONIAL BANK, a FL Corp., #J82977

INTO

**COLONIAL BANK**, an Alabama corporation, F97000003442

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**

**OF**

**COLONIAL BANK  
ORLANDO, FLORIDA**

**AND**

**COLONIAL BANK  
MONTGOMERY, ALABAMA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4:07

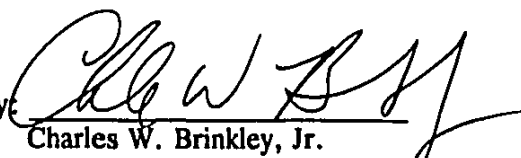
EFFECTIVE DATE  
7/1/97 5:00 a.m.

The undersigned corporations, COLONIAL BANK, ORLANDO, FLORIDA, and COLONIAL BANK, MONTGOMERY, ALABAMA, file these Articles of Merger and certify that:


1. Colonial Bank, Orlando, Florida ("Colonial-FL"), a Florida banking corporation, is hereby merged with and into Colonial Bank, Montgomery, Alabama ("Colonial-AL"), an Alabama banking corporation, pursuant to an Agreement of Merger dated as of April 18, 1997 (the "Agreement"), a copy of which is attached as Exhibit A, and in accordance with the provisions of the Alabama and Florida Business Corporation Acts and the Alabama and Florida Banking Codes.
2. The surviving corporation is Colonial-AL, an Alabama banking corporation.
3. The merger shall be effective at 5:00 a.m., Central Standard Time, on July 1, 1997.
4. The Agreement was approved by the Board of Directors of Colonial-AL on March 24, 1997, and was approved by the sole shareholder of Colonial-AL, The Colonial BancGroup, Inc., Montgomery, Alabama ("BancGroup"), on April 22, 1997.
5. The Agreement was approved by the Board of Directors of Colonial-FL by written consent, and was approved by the sole shareholder of Colonial-FL, BancGroup, on April 22, 1997.

Dated: May 29, 1997.

**COLONIAL BANK,  
ORLANDO, FLORIDA**

By:   
Charles W. Brinkley, Jr.  
President

**COLONIAL BANK,  
MONTGOMERY, ALABAMA**

By:   
Robert E. Lowder  
President

**EXHIBIT A**

**AGREEMENT OF MERGER**

**between**

**COLONIAL BANK  
ORLANDO, FLORIDA**

**and**

**COLONIAL BANK  
MONTGOMERY, ALABAMA**

This Agreement of Merger is dated as of the 18th day of April, 1997, between **COLONIAL BANK**, Orlando, Florida, a Florida state bank ("Colonial-FL") and wholly-owned subsidiary of The Colonial BancGroup, Inc. ("BancGroup"), a Delaware corporation with its principal place of business in Montgomery, Alabama, and **COLONIAL BANK**, Montgomery, Alabama ("Colonial-AL"), an Alabama state bank and wholly-owned subsidiary of BancGroup, and provides for the merger of Colonial-FL with and into Colonial-AL (the "Merger") .

**WHEREAS**, BancGroup operates Colonial-AL as an Alabama bank subsidiary; and

**WHEREAS**, BancGroup operates Colonial-FL as a Florida bank subsidiary; and

**WHEREAS**, BancGroup wishes to consolidate its Florida and Alabama operations into one Alabama bank subsidiary; and

**WHEREAS**, the boards of directors of Colonial-FL and Colonial-AL have approved this Agreement of Merger ("Agreement") and have authorized the execution hereof;

**IT IS THEREFORE AGREED, as follows:**

1. **NAME.** The name of the bank resulting from the Merger shall be "Colonial Bank."

2. **MERGER--TERMS AND CONDITIONS.** The terms and conditions of the Merger are:

(a) **Applicable Law.** On the Effective Date, as defined in Section 5(i) hereof, Colonial-FL shall be merged with and into Colonial-AL (herein referred to as the "Resulting Bank" whenever reference is made to it as of the time of merger or thereafter). The Merger shall be undertaken pursuant to the provisions of and with the effect provided in the Alabama Banking Code. The offices and facilities of Colonial-FL and of Colonial-AL shall become the offices and facilities of the Resulting Bank and shall include those Alabama offices and facilities listed in Exhibit A hereto, as well as the following Florida offices and facilities:

Orlando Office  
201 East Pine Street  
Orlando, Florida 32801

Casselberry Branch Office  
894 East Semoran Boulevard  
Casselberry, Florida 32707

Kissimmee Branch Office  
2720 North Orange  
Kissimmee, Florida 32742

Kissimmee Branch Office  
1412 West Vine Street  
Kissimmee, Florida 34741



Altamonte Springs Branch  
919 West State Road  
Altamonte Spring, Florida 32714

Lake Mary Branch Office  
4699 West Lake Mary  
Lake Mary, Florida 32746

Winter Park Branch Office  
699 North Orlando Avenue  
Winter Park, Florida 32789

Longwood Branch Office  
2127 West State Road  
Longwood, Florida 32707

Ormond Beach Branch  
201 S. Nova Road  
Ormond Beach, Florida 32174

Port Orange Branch  
900 Village Trail  
Port Orange, Florida 32019

New Smyrna Beach Branch  
161 North Causeway  
New Smyrna Beach, Florida 32168

Pierson Branch  
106 North Center Street  
Pierson, Florida 32180

Miami Beach Branch Office  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Fort Lauderdale Branch Office  
600 South Andrews Avenue  
Fort Lauderdale, Florida 33301

Miami Beach Branch Office  
975 Arthur Godfrey Road  
Miami Beach, Florida 33140

Boca Raton Branch Office  
21302 St. Andrews Boulevard  
Boca Raton, Florida 33433

Beachside Branch Office  
18170 Collins Avenue  
North Miami Beach, Florida 33160

Mystic Pointe Branch Office  
3560 Mystic Pointe Drive  
Aventura, Florida 33180

Hollywood Branch Office  
2434 Hollywood Boulevard  
Hollywood, Florida 33020

Sunny Isles Branch Office  
290 Sunny Isles Boulevard  
North Miami Beach, Florida 33160

Key Biscayne Branch Office  
600 Crandon Boulevard  
Key Biscayne, Florida 33149

Eustis Branch Office  
2801 South Bay Street  
Eustis, Florida 32726

Leesburg Branch Office  
1330 W. Citizens Boulevard  
Leesburg, Florida 34748

Tavares Branch Office  
224 N. Sinclair Avenue  
Tavares, Florida 32778

Mount Dora Branch Office  
909 N. Donnelly Street  
Mount Dora, Florida 32757

Umatilla Branch Office  
356 N. Central Avenue  
Umatilla, Florida 32784

Lady Lakes Branch Office  
944 Bichara Boulevard  
Lady Lakes, Florida 32159

Brandon Branch Office  
510 Vonderburg Drive  
Brandon, Florida 33511

Park Central Branch Office  
410 Ware Boulevard  
Tampa, Florida 33619

Seffner Branch Office  
1707 S. Parsons Avenue  
Seffner, Florida 33584

Plant City Branch Office  
2318 Jim Redman Parkway  
Plant City, Florida 33566

Downtown Branch Office  
200 E. Madison Street  
Tampa, Florida 33602

Apollo Beach Branch Office  
205 Apollo Beach Boulevard  
Apollo Beach, Florida 33572

Westshore Branch Office  
4427 W. Kennedy Boulevard  
Tampa, Florida 33609

Anderson Branch Office  
12002 Anderson Road  
Tampa, Florida 33625

Wal-Mart Super Center  
17030 U. S. Highway 441  
Mount Dora, Florida 32757

(b) Corporate Existence. On the Effective Date, the corporate existence of Colonial-FL and of Colonial-AL shall, as provided in the Alabama Banking Code, be merged into and continued in the Resulting Bank, and the Resulting Bank shall be deemed to be the same corporation as Colonial-FL and Colonial-AL. All rights, franchises and interests of Colonial-FL and Colonial-AL, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Resulting Bank by virtue of the Merger without any deed or other transfer. The Resulting Bank, on the Effective Date, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of

property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, transfer agent and registrar of stocks and bonds, guardian of estates, assignee, and receiver and in every other fiduciary capacity and in every agency, and capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Colonial-FL and Colonial-AL, respectively, on the Effective Date.

(c) Liabilities. Except as may be otherwise provided for herein, the Resulting Bank on the Effective Date shall be liable for all liabilities of Colonial-FL and of Colonial-AL and all deposits, debts, liabilities, obligations and contracts of Colonial-FL and of Colonial-AL, respectively, matured and unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of Colonial-FL or of Colonial-AL, and such liabilities shall be those of the Resulting Bank and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either Colonial-FL or Colonial-AL shall be preserved unimpaired.

### 3. CONVERSION OF SHARES.

(a) Conversion of Colonial-FL Stock. On the Effective Date, each share of Colonial-FL common stock outstanding (all of which is held by BancGroup) shall be canceled.

(b) Colonial-AL Stock. The shares of common stock of Colonial-AL issued and outstanding immediately before the Effective Date (all of which is held by BancGroup) shall continue to be issued and outstanding shares of the Resulting Bank.

4. ARTICLES OF INCORPORATION AND BYLAWS. On the Effective Date, the articles of incorporation and bylaws of the Resulting Bank shall be the articles of incorporation and bylaws of Colonial-AL as they exist immediately before the Effective Date. A copy of Colonial-AL's Articles of Incorporation are attached hereto as Exhibit B.

5. ADDITIONAL TERMS OF MERGER.

(a) Resulting Bank's Officers and Board. The board of directors of the Resulting Bank on the Effective Date shall consist of those persons serving in such capacities of Colonial-AL immediately before the Effective Date. The officers of the Resulting Bank on the Effective Date shall consist of those persons serving in such capacities of Colonial-AL immediately before the Effective Date combined with certain persons serving in such capacities of Colonial-FL immediately before the Effective Date. The officers and directors of the Resulting Bank shall include:

### Officers

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

W. Flake Oakley, IV  
Chief Financial Officer  
The Colonial BancGroup, Inc.  
250 Commerce Street  
Montgomery, AL 36104

Young J. Boozer, III  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Michelle M. Condon  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Donna R. Piel  
Secretary  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Don J. Giardina  
President  
Birmingham District  
Post Office Box 1887  
Birmingham, AL 35201

Linda L. Green  
President  
Huntsville District  
101 Governors Drive  
Huntsville, AL 35801

Bill Lucas  
President  
Northwest District  
Post Office Drawer 150  
Tuscumbia, AL 35674

Stephen W. Whatley  
President  
East Central District  
Post Office Box 370  
Anniston, AL 36202

R. Leon Hill  
President  
Baldwin County District  
Post Office Box 430  
Foley, AL 36536

Michael D. Fitzhugh  
President  
Mobile District  
3254 Dauphin Street  
Mobile, AL 36606

P. L. McLeod, Jr.  
President  
Montgomery District  
Post Office Box 1108  
Montgomery, AL 36192

Alan T. Romanchuck  
President  
Colonial Bank  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Charles W. Brinkley, Jr.  
President  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

H. E. Davis  
President/Central Florida Region  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

Barton S. Goldberg  
President/South Florida Region  
Colonial Bank  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Richard H. Eatman  
President/Bay Area Region  
Colonial Bank  
510 Vonderburg Drive  
Brandon, Florida 33511

#### Directors

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

John C. Miller  
Executive Vice President  
Land Title Company of Alabama  
600 20th Street, North  
Birmingham, AL 35203

Frances E. Roper  
Owner  
Roper's Flowers  
2003 Big Cove Road, S.E.  
Huntsville, AL 35801

Robert M. Guillot  
Chairman of Board  
Colonial Bank  
Post Office Box 1083  
Florence, AL 35631

Augustus K. Clements, III  
General Agent  
New England Life Insurance Company  
Post Office Box 1030  
Montgomery, AL 36102

Howell Henderson  
Owner  
R. P. Henderson & Son  
12 Mimosa Road  
Pell City, AL 35125

Harold D. King  
Chairman of Board  
Colonial Bank  
1928 First Avenue North  
Birmingham, AL 35203

John C. H. Miller, Jr.  
Attorney  
Miller, Hamilton, Snider & Odom, L.L.C.  
254 State Street  
Mobile, AL 36603

Simuel Sippial  
Owner  
Mini Storage Company  
135 Fox Hall Road  
Pike Road, AL 36064

(b) Shareholder Approval. This Agreement shall be submitted to the shareholder of Colonial-FL and Colonial-AL as promptly as practicable consistent with the satisfaction of the conditions set forth in the Agreement.

(c) Conditions to the Obligations of Colonial-AL and Colonial-FL. The consummation of this Agreement is conditioned on (i) notification to or approval of all appropriate regulatory authorities including, but not limited to, approval of the Florida Department of Banking and Finance, and (ii) approval of the shareholders of Colonial-FL and Colonial-AL.

(d) Termination. This Agreement may be terminated at any time prior to the Effective Date by the mutual consent of the respective boards of directors of Colonial-FL and Colonial-AL.

(e) Further Acts. If, at any time after the Effective Date, the Resulting Bank shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record, in the Resulting Bank, title to and possession of any property or right of Colonial-FL or Colonial-AL, acquired as a result of the Merger, or (ii) otherwise to carry out the purposes of this Agreement, Colonial-FL or Colonial-AL and its officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property or rights in the Resulting Bank and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Resulting Bank are fully authorized in the name of Colonial-FL or Colonial-AL, or otherwise, to take any and all such action.

(f) Trust Powers. The Resulting Bank shall have trust powers.

(g) Capital Stock. The Resulting Bank will have 21,750 shares of common stock, \$1.00 par value, outstanding, additional paid in capital of \$268,459,600 and retained earnings of \$199,512,355.

(h) Counterparts. This Agreement may be executed in a number of identical counterparts, each of which for all purposes is deemed an original, and all of which shall constitute collectively one (1) agreement.



(i) Effective Date. Subject to the terms of all requirements of law and the conditions specified in this Agreement, the Merger shall become effective on the date specified in the Certificate of Merger to be issued by the Secretary of State of the State of Alabama (such time being herein called the "Effective Date").

IN WITNESS WHEREOF, Colonial-FL and Colonial-AL have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: Dana R. Piel  
ITS: Secretary

BY: [Signature]  
ITS: Chairman

[SEAL]

ATTEST:

COLONIAL BANK,  
ORLANDO, FLORIDA

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

[SEAL]

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IN WITNESS WHEREOF, Colonial-FL and Colonial-AL have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: \_\_\_\_\_

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

ITS: \_\_\_\_\_

[SEAL]

ATTEST:

COLONIAL BANK,  
ORLANDO, FLORIDA

BY: Carol J. Kadek

BY: Chell W. B. S.

ITS: Secretary

ITS: PRSS.

[SEAL]

U:\ATTY\EJD\CBG\GLOBAL\12681.D06

**EXHIBIT A**

**COLONIAL-AL OFFICES AND FACILITIES**

Montgomery Office (Main Office)  
One Commerce Street  
Montgomery, Alabama 36104

Birmingham Office  
1928 1st Avenue, North  
Birmingham, Alabama 35203

Grayson Valley Office  
5580 Chalkville Mountain Road  
Birmingham, Alabama 35235

Forestdale Office  
1602 Forestdale Plaza  
Birmingham, Alabama 35214

Gardendale Office  
1325 Decatur Highway  
Gardendale, Alabama 35071

Hoover Office  
1596 Montgomery Highway  
Birmingham, Alabama 35216

Pleasant Grove Office  
27 Park Road  
Pleasant Grove, Alabama 35127

Medical Center Office  
1801 5th Avenue South  
Birmingham, Alabama 35233

Vestavia Office  
1034 Montgomery Highway  
Vestavia Hills, Alabama 35216

West Oxmoor Office  
#47 West Oxmoor Road  
Birmingham, Alabama 35209

Meadowbrook Office  
4705 Meadowbrook Road  
Birmingham, Alabama 35242

Jasper Office  
301 20th Street West  
Jasper, Alabama 35501

Parkland Office  
500 7th Avenue  
Jasper, Alabama 35501

Pelham Office  
2998 Pelham Parkway  
Pelham, Alabama 35124

Homewood Office  
1900 29th Avenue South  
Birmingham, Alabama 35209

Bessemer Office  
825 9th Avenue North  
Bessemer, Alabama 35020

Eastwood Office  
1536 Montclair Road  
Birmingham, Alabama 35210

Jasper Wal-Mart Office  
1801 Highway 78 East  
Jasper, Alabama 35501

Huntsville Office  
101 Governors Drive  
Huntsville, Alabama 35801

North Parkway Office  
1217 North Memorial Parkway  
Huntsville, Alabama 35816

Northwest Office  
3500 Mastin Lake Road, NW  
Huntsville, Alabama 35810

Westbury Office  
901 Airport Road  
Huntsville, Alabama 35802

Scottsboro Office  
507 South Broad Street  
Scottsboro, Alabama 35768

Athens Office  
101 South Clinton Street  
Athens, Alabama 35611

Hartselle Office  
802 Highway 31, North  
Hartselle, Alabama 35640

Decatur Office  
1425 Beltline Road, SW  
Decatur, Alabama 35603

Bailey Cove Office  
9010 Bailey Cove Road  
Huntsville, Alabama 35802

Madison Square Office  
4955 University Drive  
Huntsville, Alabama 35806

Williams Avenue Office  
1900 Memorial Parkway  
Huntsville, Alabama 35804

Wal-Mart Super Center  
6140-A University Drive  
Huntsville, Alabama 35806

Wal-Mart Super Center  
1011 Highway 72 West  
Athens, Alabama 35611

Tuscumbia Office  
101 South Main Street  
Tuscumbia, Alabama 35674

Tuscumbia Drive-In  
300 North Main Street  
Tuscumbia, Alabama 35674

Center Star Office  
5690 Highway 72 East  
Killen, Alabama 35645

Cherokee Office  
150 E. First Street  
Cherokee, Alabama 35616

Florence Office  
2704 Hough Road  
Florence, Alabama 35630

Russellville Office  
101 North Jackson Avenue  
Russellville, Alabama 35653

Russellville Drive-In  
401 North Jackson Avenue  
Russellville, Alabama 35653

Phil Campbell Office  
Broad Street  
Phil Campbell, Alabama 35581

Red Bay Office  
117 Fourth Avenue South  
Red Bay, Alabama 35582

Red Bay Drive-In  
305 Fourth Avenue, SW  
Red Bay, Alabama 35582

Village Square Office  
1020 Highway 43 Bypass  
Russellville, Alabama 35653

Lexington Office  
337 Highway 101  
Lexington, Alabama 35648

Moulton Office  
720 Seminary Street  
Moulton, Alabama 35650

East Moulton Office  
15259 Court Street  
Moulton, Alabama 35650

East Lawrence Office  
24891 County Road 460  
Trinity, Alabama 35673

Anniston Office  
1111 Quintard Avenue  
Anniston, Alabama 36201

Alexandria Office  
6630 U.S. Highway 431  
Alexandria, Alabama 36250

Jacksonville Office  
510 South Pelham Road  
Jacksonville, Alabama

Ohatchee Office  
7818 Alabama Highway 77  
Ohatchee, Alabama 36271

Pell City Office  
2203 First Avenue North  
Pell City, Alabama 35125

Moody Office  
2821 Moody Parkway  
Moody, Alabama 35004

Ragland Office  
186 Church Street  
Ragland, Alabama 35131

Highway 78 East Office  
2020 U.S. Highway 78 East  
Oxford, Alabama 36203

Lineville Office  
301 East Main Street  
Lineville, Alabama 36266

Oxford Wal-Mart  
92 Plaza Lane  
Oxford, Alabama 36203

Heflin Office  
835 Ross Street  
Heflin, Alabama 36264

Hollis Crossroads Office  
U.S. Hwy 431 & Alabama Hwy 9  
Heflin, Alabama 36264

Ranburne Office  
Alabama Hwy 46 & Main Street  
Ranburne, Alabama 36273

Roanoke Office  
3140 Highway 431  
Roanoke, Alabama 36274

East Central Operations Center  
1101 Wilmer Avenue  
Anniston, Alabama 36201

Foley Office  
200 W. Laurel Street  
Foley, Alabama 36535

Fairhope Office  
387 Fairhope Avenue  
Fairhope, Alabama 36532

Gulf Shores Office  
1500 Gulf Shores Parkway  
Gulf Shores, Alabama 36542

Dauphin Street Office  
3254 Dauphin Street  
Mobile, Alabama 36606

Saraland Office  
15 North Highway 43  
Saraland, Alabama 36571

Plantation Pointe Office  
906 Plantation Boulevard  
Fairhope, Alabama 36532

Orange Beach Office  
25239 Perdido Beach Boulevard  
Orange Beach, Alabama 36561

Wal-Mart Super Center  
2200 S. McKenzie Street  
Foley, Alabama 36535

Wal-Mart Super Center  
1095 Industrial Parkway  
Saraland, Alabama 36571

Lillian Office  
34023 U.S. Highway 98  
Lillian, Alabama 36549

Bell Road Office  
2795 Bell Road  
Montgomery, Alabama 36117

Eastdale Office  
3900 Eastdale Circle  
Montgomery, Alabama 36117

Old Farm Office  
2914 Carter Hill Road  
Montgomery, Alabama 36106

Perry Street Office  
671 South Perry Street  
Montgomery, Alabama 36104

Clanton Office  
501 2nd Avenue  
Clanton, Alabama 35045

Opp Office  
113 East Hart Avenue  
Opp, Alabama 36467

Opelika Office  
600 Second Avenue  
Opelika, Alabama 36801

Auburn Office  
141 E. Magnolia Avenue  
Auburn, Alabama 36830

Andalusia Office  
1100 East Three Notch Street  
Andalusia, Alabama 36420

Dadeville Office  
216 South Broadnax Street  
Dadeville, Alabama 36853

LaFayette Office  
54 North LaFayette Street  
LaFayette, Alabama 36862

Valley Office  
3202 20th Avenue  
Valley, Alabama 36854

Phenix City Office  
1201 Broad Street  
Phenix City, Alabama 36867

280 By-Pass Office  
1200 280 By-Pass  
Phenix City, Alabama 36867

Eufaula Office  
990 South Eufaula Avenue  
Eufaula, Alabama 36027

Troy Office  
1219 Highway 231 South  
Troy, Alabama 36081

Brundidge Office  
200 North Main Street  
Brundidge, Alabama 36101

Ariton Office  
101 East Main Street  
Ariton, Alabama 36311

Clay Bank Office  
962 East Andrews Avenue  
Ozark, Alabama 36360

Downtown Office  
305 South Union Avenue  
Ozark, Alabama 36360

Wal-Mart Super Center  
U.S. Highway 280 North  
Alexander City, Alabama 35010

Wal-Mart Super Center  
600 Boll Weevil Circle  
Enterprise, Alabama 36330

Enterprise Office  
201 South Edwards Street  
Enterprise, Alabama 36330

Wal-Mart Super Center  
1903 Cobbs Ford Road  
Prattville, Alabama 36066

Brewton Office  
405 Douglas Avenue  
Brewton, Alabama 36426

Castleberry Office  
Cleveland Avenue & E. Railroad Street  
Castleberry, Alabama 36432

Evergreen Office  
405 Belleville Street  
Evergreen, Alabama 36401

Greenville Office  
120 Greenville Bypass  
Greenville, Alabama 36037

Repton Office  
Highway 84 & Jones Street  
Repton, Alabama 36475

University Drive Office  
2124 East University Drive  
Auburn, Alabama 36830

Motor Bank Drive-In  
Franklin at Rands Avenue, SE  
Huntsville, Alabama 35801

South Parkway Office  
11218 South Memorial Parkway  
Huntsville, Alabama 35803

Florence Office  
320 South Pine Street  
Florence, Alabama 35630

Theodore Office  
5826 Highway 90  
Theodore, Alabama 36582

Fayetteville Office  
307 E. College Street  
Fayetteville, Tennessee 37334

Pulaski Office  
307 W. Madison Street  
Pulaski, Tennessee 38478

Fayetteville Office  
1422 Huntsville Highway  
Fayetteville, Tennessee 37334



Ardmore Office  
212 W. Main Street  
Ardmore, Tennessee 38449

Wal-Mart Super Center Office  
1224 Huntsville Highway  
Fayetteville, Tennessee 37334

Dunwoody Office  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Buckhead Office  
3789 Roswell Road  
Atlanta, Georgia 30342

Columbus Office  
6100 Whitesville Road  
Columbus, Georgia 31904

Clairmont Office  
3361 Clairmont Road  
Atlanta, Georgia 30329

Lawrenceville Office  
390 Crogan Street  
Lawrenceville, Georgia 30245

Johnson Ferry Office  
1020 Johnson Ferry Road  
Marietta, Georgia 30068

Windy Hill Office  
1041 Windy Hill Road  
Smyrna, Georgia 30080

Cleveland Road Office  
1237 Cleveland Road  
Dalton, Georgia 30721

Cobb Office/Town Center  
440 Earnest Barrett Pkway, Ste 21  
Kennesaw, Georgia 30144

Duluth Office  
4245 Pleasant Hill Road  
Duluth, Georgia 30136

Alpharetta Office  
11790 Haynes Bridge Road  
Alpharetta, Georgia 30201

West Cobb Office  
5987 Mableton Parkway  
Mableton, Georgia 30059

Thornton Avenue Office  
401 South Thornton Avenue  
Dalton, Georgia 30720

Winn Dixie Office  
2518 East Walnut Avenue  
Dalton, Georgia 30721

EXHIBIT B

ARTICLES OF INCORPORATION  
OF  
FIRST COLONIAL BANK

The undersigned, acting as incorporators of a banking corporation under the Code of Alabama, adopts on this the 21st day of January, 1991, the following Articles of Incorporation for such banking corporation:

ARTICLE I

Name

The name of the Corporation shall be First Colonial Bank.

ARTICLE II

Objects

The objects for which the corporation is formed are:

(A) To do all things necessary and incident to carrying on the business of banking and such business as is done by trust companies doing a banking business.

(B) To discount bills, notes and other evidences of debt.

(C) To receive and pay out deposits, with or without interest, to receive on special deposit money, bullion, foreign money, stock, bonds or other security.

(D) To buy and sell on foreign and domestic exchanges, bullion, bonds, stocks, bills of exchange, notes and other negotiable paper.

(E) To lend money on personal security, upon pledge of bonds, stocks, or other negotiable security.

(F) To lend money and to receive security therefor by mortgage on personal property and real property.

(G) To do any business and perform any acts incident to the general banking business and the business of trust companies doing a banking business.

(H) To buy, sell, lease, acquire, own, use and occupy real estate in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(I) To enter into contracts with persons, firms, associations and corporations for services of each and every kind that may be necessary or beneficial to the welfare of said banking business.

(J) To do each and every legal thing that may be for the betterment or welfare of said banking business.

### ARTICLE III

#### Principal Office

The location of the principal office of First Colonial Bank in the State of Alabama shall be One Commerce Street, Montgomery, Alabama.

### ARTICLE IV

#### Capital Stock

The amount of the total authorized capital stock shall be \$100,000.00, divided into 100,000 shares of the par value of \$1.00 each.

The amount of capital stock with which the corporation will begin business shall be \$10,000.00 as capital stock. The original stock is to sell for \$10.00 for each share. Therefore, the total derived from the 10,000 shares of stock will be \$10,000.00, which sum shall be set up as capital stock.

### ARTICLE V

#### Registered Office

The address of the initial registered office of the corporation is One Commerce Street, Montgomery, Alabama, and the name of its initial registered agent at such address is Charlotte G. Cotney.

### ARTICLE VI

#### Incorporators

(A) The names and post office addresses of the incorporators are as follows:

Thomas P. Oldweller

Post Office Box 46  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 46  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 46  
Mobile, Alabama 36601

(B) The number of directors constituting the initial Board of Directors is three (3), and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected, are as follows:

Thomas P. Oldweiler

Post Office Box 46  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 46  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 46  
Mobile, Alabama 36601

#### ARTICLE VII

##### Duration

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

#### ARTICLE VIII

##### Powers

The corporation shall possess all of the powers necessary and incident to the conduct of the banking business and it is hereby vested with the necessary power to carry out the objects herein expressed in Article II hereof, and shall have all powers especially conferred upon this corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(A) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.

(B) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.

(C) To buy, sell, lease, acquire, own, use and occupy real estate and personal property in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(D) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any mortgage or collateral security that it might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

ARTICLE IX  
Bylaws

The dates on which the stockholders' annual meeting shall be held, the number of directors and terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. Officers may be created by the bylaws and filled by the board of directors. The corporation shall have power to make bylaws for the regulation and government of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation, on the date first set forth above.

*Thomas P. Oldweiler*

Thomas P. Oldweiler

*Daniel B. Graves*

Daniel B. Graves

*Carroll E. Blow, Jr.*

Carroll E. Blow, Jr.

As required by Alabama law,  
this instrument prepared by:

Thomas P. Oldweiler  
Miller, Hamilton, Snider & Odom  
Post Office Box 46  
Mobile, Alabama 36601  
205-432-1414

STATE OF ALABAMA  
MONTGOMERY COUNTY

TO THE PROBATE JUDGE OF MONTGOMERY COUNTY:

This is to certify that I have examined into all of the proceedings of Thomas P. Oldweiler and others to organize a bank at Montgomery, Alabama; that I have investigated and found the character and general fitness of the persons named as stockholders in said bank are such as to command the confidence of the community and that there is a public necessity for and sufficient business at Montgomery, Alabama to support a bank; that I have examined the Articles of Incorporation submitted herewith and find the same in substantial conformity to law and that the incorporators have done all things necessary to comply with the law in the organization of a bank;

Therefore, this is to certify that FIRST COLONIAL BANK, Montgomery, Alabama has complied with the laws of the State of Alabama for the organization of a corporation to engage in the banking business, and you are hereby authorized to file in your office the Articles of Incorporation of First Colonial Bank submitted herewith.

WITNESS my hand and seal of office this the 23rd day of January, 1991.

Zack Thompson  
Zack Thompson  
Superintendent of Banks  
State of Alabama



SUPERINTENDENT OF BANKS  
STATE OF ALABAMA  
MONTGOMERY, ALABAMA

CERTIFICATE OF APPROVAL OF BANK MERGER

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, including certificates of all proceedings, showing that all requisite legal and corporate actions have been taken by First Colonial Bank, located at Montgomery, Alabama, and Colonial Bank, located at Lexington, Alabama, in accordance with Sections 10-2A-140, et seq. and Sections 5-7A-2, 5-7A-3, and 5-7A-40 through 5-7A-45, Code of Alabama 1975, to merge Colonial Bank, an Alabama banking corporation, into First Colonial Bank, an Alabama banking corporation, under the charter of First Colonial Bank and title of Colonial Bank with main office in Montgomery, in accordance with their Agreement of Merger dated as November 26, 1990.

NOW, THEREFORE, IT IS HEREBY FOUND that the merger would be for the best interest of the institutions affected and IT IS HEREBY CERTIFIED that the entire proceedings of the merger of First Colonial Bank and Colonial Bank are approved in all respects on the 4th day of February, 1991.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of office on this 4th day of February, 1991.

APPROVED BY SUPERINTENDENT  
ADMINISTRATIVE SERVICES

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 10/10/01 BY 60322 UCBAW

Jack Thompson  
Jack Thompson  
Superintendent of Banks  
State of Alabama



3  
F97000003442

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW  
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A. CARSON I. NICOLSON  
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MICHAEL M. SHIPPER  
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MONTGOMERY, ALABAMA OFFICE

SUITE 802

ONE COMMERCE STREET

MONTGOMERY, ALABAMA 36104

POST OFFICE BOX 19

MONTGOMERY, ALABAMA 36101-0019

(334) 834-5550

TELECOPIER (334) 285-4533

June 26, 1997

REPLY TO:  
Mobile Office

VIA FEDERAL EXPRESS

Ms. Susan Payne  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
7/1/97 5:02 a.m.

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUN 30 PM 4:09

Re: Articles of Merger of Great Southern Bank, West Palm  
Beach, Florida, and Colonial Bank, Montgomery, Alabama

Articles of Merger of First Commerce Bank of Polk  
County, Winter Haven, Florida, and Colonial Bank,  
Montgomery, Alabama

300002232363--5

-07/08/97--01019--017

\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Payne:

As referenced in my letter to Ms. Karon Beyer dated June 23, 1997, and pursuant to our telephone conversation earlier today, enclosed please find Articles of Merger for the above-referenced transactions.

The original and one copy of the Articles of Merger pertaining to the Great Southern transaction are enclosed at Exhibit 1, while the original and one copy of the Articles of Merger for the First Commerce transaction are enclosed at Exhibit 2. A check in the amount of \$122.50 payable to the Florida Department of State is enclosed with each set of Articles to cover the filing fees and the certification of the aforementioned copies.

As you will notice in the Articles, the Effective Time of the Great Southern merger is specified as 5:01 a.m., Central Standard Time, on Tuesday, July 1, 1997, while the Effective Time of the First Commerce merger is specified as 5:02 a.m., Central

70  
R. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAYMENT

merger  
SF 6/30/97



MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

Ms. Susan Payne  
June 26, 1997  
Page 2

Standard Time, on that same date. As a result, my objective is for both sets of Articles to be filed on Monday, June 30, 1997. However, I would appreciate your waiting to hear from me on Monday before filing these documents.

I appreciate all of your assistance in coordinating these filings, as well as the other documents you already have in hand. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,



Eric J. Dyas  
FOR THE FIRM

EJD/s

Enclosures

U:\ATTY\BJD\BO\GREAT\13641.L08  
U:\ATTY\BJD\BO\FIRSTCOM\13606.L07

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FIRST COMMERCE BANK OF POLK COUNTY, a FL Corp., #698493

INTO

**COLONIAL BANK**, an Alabama corporation, F97000003442

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**

**OF**

**FIRST COMMERCE BANK OF POLK COUNTY  
WINTER HAVEN, FLORIDA**

**AND**

**COLONIAL BANK  
MONTGOMERY, ALABAMA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 30 PM 4: 09

EFFECTIVE DATE  
7/1/97 5:02 a.m.

The undersigned corporations, FIRST COMMERCE BANK OF POLK COUNTY, WINTER HAVEN, FLORIDA, and COLONIAL BANK, MONTGOMERY, ALABAMA, file these Articles of Merger and certify that:

1. First Commerce Bank of Polk County, Winter Haven, Florida ("Bank"), a Florida banking corporation, is hereby merged with and into Colonial Bank, Montgomery, Alabama ("Colonial"), an Alabama banking corporation, pursuant to an Agreement of Merger dated as of May 7, 1997 (the "Agreement"), a copy of which is attached as Exhibit A, and in accordance with the provisions of the Alabama and Florida Business Corporation Acts and the Alabama and Florida Banking Codes.
2. The surviving corporation is Colonial, an Alabama banking corporation.
3. The merger shall be effective at 5:02 a.m., Central Standard Time, on July 1, 1997.
4. The Agreement was approved by the Board of Directors of Colonial on March 24, 1997, and was approved by the sole shareholder of Colonial, The Colonial BancGroup, Inc., Montgomery, Alabama, on May 13, 1997.
5. The Agreement was approved by the Board of Directors of Bank on April 21, 1997, and was approved by the shareholders of Bank on June 10, 1997.

Dated: June 23, 1997

**FIRST COMMERCE BANK OF POLK COUNTY  
WINTER HAVEN, FLORIDA**

By: 

Robert Stickler  
President

**COLONIAL BANK,  
MONTGOMERY, ALABAMA**

By: 

Robert E. Lowder  
President

**EXHIBIT A**

**AGREEMENT OF MERGER**

by and among

**FIRST COMMERCE BANKS OF FLORIDA, INC.,  
WINTER HAVEN, FLORIDA,**

**FIRST COMMERCE BANK OF POLK COUNTY,  
WINTER HAVEN, FLORIDA,**

**THE COLONIAL BANCGROUP, INC,  
MONTGOMERY, ALABAMA,**

and

**COLONIAL BANK,  
MONTGOMERY, ALABAMA**

This Agreement of Merger is dated as of the 7th day of May, 1997, by and among **FIRST COMMERCE BANKS OF FLORIDA, INC.** ("First Commerce"), a Florida corporation with its principal place of business in Winter Haven, Florida, **FIRST COMMERCE BANK OF POLK COUNTY**, Winter Haven, Florida ("Bank"), a Florida state bank and subsidiary of First Commerce, **THE COLONIAL BANCGROUP, INC.** ("BancGroup"), a Delaware corporation with its principal place of business in Montgomery, Alabama, and **COLONIAL BANK**, Montgomery, Alabama ("Colonial"), an Alabama state bank and wholly-owned subsidiary of BancGroup, and provides for the merger of Bank with and into Colonial (the "Merger") .

**WHEREAS**, BancGroup owns 100% of the issued and outstanding common stock of Colonial and operates Colonial as an Alabama bank subsidiary; and

WHEREAS, First Commerce owns approximately 99.8% of the issued and outstanding common stock of Bank, and operates Bank as a Florida bank subsidiary; and

WHEREAS, the boards of directors of First Commerce, Bank, BancGroup, and Colonial have approved this Agreement of Merger ("Agreement") and have authorized the execution hereof;

IT IS THEREFORE AGREED, as follows:

1. NAME. The name of the bank resulting from the Merger shall be "Colonial Bank."

2. MERGER--TERMS AND CONDITIONS. The terms and conditions of the Merger are:

(a) Applicable Law. On the Effective Date, as defined in Section 5(i) hereof, Bank shall be merged with and into Colonial (herein referred to as the "Resulting Bank" whenever reference is made to it as of the time of merger or thereafter). The Merger shall be undertaken pursuant to the provisions of and with the effect provided in the Alabama Banking Code. The offices and facilities of Bank and of Colonial shall become the offices and facilities of the Resulting Bank and shall include those Colonial offices and facilities listed in Exhibit A

hereto, as well as the following Bank offices and facilities:

Winter Haven Office  
141 East Central Avenue  
Winter Haven, Florida 33880

Lakeland Office  
2215 S. Combee Road  
Lakeland, Florida 33801

Auburndale Office  
3660 Havendale Boulevard  
Auburndale, Florida 33823

Lakeland Office  
3900 South Florida Avenue  
Lakeland, Florida 33813

Polk City Office  
212 N. Commonwealth Avenue  
Polk City, Florida 33868

(b) Corporate Existence. On the Effective Date, the corporate existence of Bank and of Colonial shall, as provided in the Alabama Banking Code, be merged into and continued in the Resulting Bank, and the Resulting Bank shall be deemed to be the same corporation as Bank and Colonial. All rights, franchises and interests of Bank and Colonial, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Resulting Bank by virtue of the Merger without any deed or other transfer. The Resulting Bank, on the Effective Date, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations and all other rights and interests as trustee, executor, administrator, transfer agent and registrar of stocks and bonds, guardian of estates, assignee, and receiver and in every other fiduciary capacity and in every agency, and capacity, in the same manner and to the same extent as such rights, franchises

and interests were held or enjoyed by Bank and Colonial, respectively, on the Effective Date.

(c) Liabilities. Except as may be otherwise provided for herein, the Resulting Bank on the Effective Date shall be liable for all liabilities of Bank and of Colonial and all deposits, debts, liabilities, obligations and contracts of Bank and of Colonial, respectively, matured and unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of Bank or of Colonial, and such liabilities shall be those of the Resulting Bank and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either Bank or Colonial shall be preserved unimpaired.

3. CONVERSION OF SHARES.

(a) Conversion of Bank Stock. On the Effective Date, each share of Bank common stock owned by First Commerce shall be cancelled, and the remaining outstanding shares of Bank (the "Minority Shares") shall be purchased by BancGroup and subsequently cancelled. BancGroup shall purchase the Minority Shares for cash at a price per share equal to 2.0939 multiplied by the Market Value of BancGroup common stock. For these purposes, the "Market Value" shall have the same meaning as used in Section 3.1 of the Agreement and Plan of Merger by and between The Colonial BancGroup, Inc. and First Commerce Banks of Florida, Inc. dated as of March 24, 1997.

(b) Colonial Stock. The shares of common stock of Colonial issued and outstanding immediately before the Effective Date shall continue to be issued and outstanding shares of the Resulting Bank.

4. ARTICLES OF INCORPORATION AND BYLAWS. On the Effective Date, the articles of incorporation and bylaws of the Resulting Bank shall be the articles of incorporation and bylaws of Colonial as they exist immediately before the Effective Date. A copy of Colonial's Articles of Incorporation are attached hereto as Exhibit B.

5. ADDITIONAL TERMS OF MERGER.

(a) Resulting Bank's Officers and Board. The officers and board of directors of the Resulting Bank shall consist of those persons serving in such capacities of Colonial immediately before the Effective Date and shall include:

Officers

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

W. Flake Oakley, IV  
Chief Financial Officer  
The Colonial BancGroup, Inc.  
250 Commerce Street  
Montgomery, AL 36104

Young J. Boozer, III  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Michelle M. Condon  
Executive Vice President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104



### Officers

Donna R. Piel  
Secretary  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

Don J. Giardina  
President  
Birmingham District  
Post Office Box 1887  
Birmingham, AL 35201

Linda L. Green  
President  
Huntsville District  
101 Governors Drive  
Huntsville, AL 35801

Bill Lucas  
President  
Northwest District  
Post Office Drawer 150  
Tuscumbia, AL 35674

Stephen W. Whately  
President  
East Central District  
Post Office Box 370  
Anniston, AL 36202

R. Leon Hill  
President  
Baldwin County District  
Post Office Box 430  
Foley, AL 36536

Michael D. Fitzhugh  
President  
Mobile District  
3254 Dauphin Street  
Mobile, AL 36606

P. L. McLeod, Jr.  
President  
Montgomery District  
Post Office Box 1108  
Montgomery, AL 36192

Alan T. Romanchuck  
President  
Colonial Bank  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Charles W. Brinkley, Jr.  
President  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

H. E. Davis  
President/Central Florida Region  
Colonial Bank  
201 East Pine Street  
Orlando, Florida 32801

Barton S. Goldberg  
President/South Florida Region  
Colonial Bank  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Richard H. Eatman  
President/Bay Area Region  
Colonial Bank  
510 Vonderburg Drive  
Brandon, Florida 33511

Directors

Robert E. Lowder  
Chairman, CEO & President  
The Colonial BancGroup, Inc.  
One Commerce Street  
Montgomery, AL 36104

John C. Miller  
Executive Vice President  
Land Title Company of Alabama  
600 20th Street, North  
Birmingham, AL 35203

Frances E. Roper  
Owner  
Roper's Flowers  
2003 Big Cove Road, S.E.  
Huntsville, AL 35801

Robert M. Guillot  
Chairman of Board  
Colonial Bank  
Post Office Box 1083  
Florence, AL 35631

Augustus K. Clements, III  
General Agent  
New England Life Insurance Company  
Post Office Box 1030  
Montgomery, AL 36102

Howell Henderson  
Owner  
R. P. Henderson & Son  
12 Mimosa Road  
Pell City, AL 35125

Harold D. King  
Chairman of Board  
Colonial Bank  
1928 First Avenue North  
Birmingham, AL 35203

Simuel Sippial  
Owner  
Mini Storage Company  
135 Fox Hall Road  
Pike Road, AL 36064

John C. H. Miller, Jr.  
Attorney  
Miller, Hamilton, Snider & Odom, L.L.C.  
254 State Street  
Mobile, AL 36603

(b) Shareholder Approval. First Commerce, which owns approximately 99.8% of the outstanding shares of the common stock of Bank, will, pursuant to Fla. Stat. Ann. § 607.0704, approve the merger of Colonial and Bank by written consent, and appropriate notification of such approval will be provided to holders of the Minority Shares.

(c) Conditions to the Obligations of Colonial and Bank. The consummation of this Agreement is conditioned on (i) notification to or approval of all appropriate regulatory authorities including the Florida Department of Banking and Finance, (ii) the simultaneous merger of First Commerce and BancGroup, and (iii) approval of the shareholders of Bank and Colonial.

(d) Termination. This Agreement may be terminated at any time prior to the Effective Date by the mutual consent of the respective boards of directors of Bank and Colonial.

(e) Further Acts. If, at any time after the Effective Date, the Resulting Bank shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record, in the Resulting Bank, title to and possession of any property or right of Bank or Colonial, acquired as a result of the Merger, or (ii) otherwise to carry out the purposes of this Agreement, Bank or Colonial and its officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property or rights in the Resulting Bank and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Resulting Bank are fully authorized in the name of Bank or Colonial, or otherwise, to take any and all such action.

(f) Trust Powers. The Resulting Bank shall have trust powers.

(g) Capital Stock. The Resulting Bank will have 21,750 shares of common

stock, \$1.00 par value, outstanding, additional paid in capital of \$83,691,587 and retained earnings of \$30,730,339.

(h) Counterparts. This Agreement may be executed in a number of identical counterparts, each of which for all purposes is deemed an original, and all of which shall constitute collectively one (1) agreement.

(i) Effective Date. Subject to the terms of all requirements of law and the conditions specified in this Agreement, the Merger shall become effective on the date specified in the Certificate of Merger to be issued by the Secretary of State of the State of Alabama (such time being herein called the "Effective Date").

IN WITNESS WHEREOF, First Commerce, Bank, BancGroup and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

BY:   
ITS: Vice President & Controller

[SEAL]

FIRST COMMERCE BANKS OF FLORIDA, INC.  
WINTER HAVEN, FLORIDA

BY:   
ITS: President

ATTEST:

BY:   
ITS: Sr. Vice President/CFO

[SEAL]

FIRST COMMERCE BANK OF POLK COUNTY,  
WINTER HAVEN, FLORIDA

BY:   
ITS: President

ATTEST:

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

[SEAL]

THE COLONIAL BANCGROUP, INC.  
MONTGOMERY, ALABAMA

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

ATTEST:

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

[SEAL]

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

IN WITNESS WHEREOF, First Commerce, Bank, BancGroup and Colonial have caused this Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed.

ATTEST:

FIRST COMMERCE BANKS OF FLORIDA, INC.  
WINTER HAVEN, FLORIDA

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

[SEAL]

ATTEST:

FIRST COMMERCE BANK OF POLK COUNTY,  
WINTER HAVEN, FLORIDA

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

BY: \_\_\_\_\_  
ITS: \_\_\_\_\_

[SEAL]

ATTEST:

THE COLONIAL BANCGROUP, INC.  
MONTGOMERY, ALABAMA

BY: Dana R. Piel  
ITS: Assistant Secretary

BY: D.B. Al  
ITS: Chairman

[SEAL]

ATTEST:

COLONIAL BANK,  
MONTGOMERY, ALABAMA

BY: Dana R. Piel  
ITS: Secretary

BY: D.B. Al  
ITS: Chairman

[SEAL]

EXHIBIT A

COLONIAL OFFICES AND FACILITIES

Montgomery Office (Main Office)  
One Commerce Street  
Montgomery, Alabama 36104

Birmingham Office  
1928 1st Avenue, North  
Birmingham, Alabama 35203

Grayson Valley Office  
5580 Chalkville Mountain Road  
Birmingham, Alabama 35235

Forestdale Office  
1602 Forestdale Plaza  
Birmingham, Alabama 35214

Gardendale Office  
1325 Decatur Highway  
Gardendale, Alabama 35071

Hoover Office  
1596 Montgomery Highway  
Birmingham, Alabama 35216

Pleasant Grove Office  
27 Park Road  
Pleasant Grove, Alabama 35127

Medical Center Office  
1801 5th Avenue South  
Birmingham, Alabama 35233

Vestavia Office  
1034 Montgomery Highway  
Vestavia Hills, Alabama 35216

West Oxmoor Office  
#47 West Oxmoor Road  
Birmingham, Alabama 35209

Meadowbrook Office  
4705 Meadowbrook Road  
Birmingham, Alabama 35242

Jasper Office  
301 20th Street West  
Jasper, Alabama 35501

Parkland Office  
500 7th Avenue  
Jasper, Alabama 35501

Pelham Office  
2998 Pelham Parkway  
Pelham, Alabama 35124

Homewood Office  
1900 29th Avenue South  
Birmingham, Alabama 35209

Bessemer Office  
825 9th Avenue North  
Bessemer, Alabama 35020

Eastwood Office  
1536 Montclair Road  
Birmingham, Alabama 35210

Jasper Wal-Mart Office  
1801 Highway 78 East  
Jasper, Alabama 35501

Huntsville Office  
101 Governors Drive  
Huntsville, Alabama 35801

North Parkway Office  
1217 North Memorial Parkway  
Huntsville, Alabama 35816

Northwest Office  
3500 Mastin Lake Road, NW  
Huntsville, Alabama 35810

Westbury Office  
901 Airport Road  
Huntsville, Alabama 35802

Scottsboro Office  
507 South Broad Street  
Scottsboro, Alabama 35768

Athens Office  
101 South Clinton Street  
Athens, Alabama 35611

Hartselle Office  
802 Highway 31, North  
Hartselle, Alabama 35640

Decatur Office  
1425 Beltline Road, SW  
Decatur, Alabama 35603

Bailey Cove Office  
9010 Bailey Cove Road  
Huntsville, Alabama 35802

Madison Square Office  
4955 University Drive  
Huntsville, Alabama 35806

Williams Avenue Office  
1900 Memorial Parkway  
Huntsville, Alabama 35804

Wal-Mart Super Center  
6140-A University Drive  
Huntsville, Alabama 35806

Wal-Mart Super Center  
1011 Highway 72 West  
Athens, Alabama 35611

Tuscumbia Office  
101 South Main Street  
Tuscumbia, Alabama 35674

Tuscumbia Drive-In  
300 North Main Street  
Tuscumbia, Alabama 35674

Center Star Office  
5690 Highway 72 East  
Killen, Alabama 35645

Cherokee Office  
150 E. First Street  
Cherokee, Alabama 35616

Florence Office  
2704 Hough Road  
Florence, Alabama 35630

Russellville Office  
101 North Jackson Avenue  
Russellville, Alabama 35653

Russellville Drive-In  
401 North Jackson Avenue  
Russellville, Alabama 35653



Phil Campbell Office  
Broad Street  
Phil Campbell, Alabama 35581

Red Bay Office  
117 Fourth Avenue South  
Red Bay, Alabama 35582

Red Bay Drive-In  
305 Fourth Avenue, SW  
Red Bay, Alabama 35582

Village Square Office  
1020 Highway 43 Bypass  
Russellville, Alabama 35653

Lexington Office  
337 Highway 101  
Lexington, Alabama 35648

Moulton Office  
720 Seminary Street  
Moulton, Alabama 35650

East Moulton Office  
15259 Court Street  
Moulton, Alabama 35650

East Lawrence Office  
24891 County Road 460  
Trinity, Alabama 35673

Anniston Office  
1111 Quintard Avenue  
Anniston, Alabama 36201

Alexandria Office  
6630 U.S. Highway 431  
Alexandria, Alabama 36250

Jacksonville Office  
510 South Pelham Road  
Jacksonville, Alabama

Ohatchee Office  
7818 Alabama Highway 77  
Ohatchee, Alabama 36271

Pell City Office  
2203 First Avenue North  
Pell City, Alabama 35125

Moody Office  
2821 Moody Parkway  
Moody, Alabama 35004

Ragland Office  
186 Church Street  
Ragland, Alabama 35131

Highway 78 East Office  
2020 U.S. Highway 78 East  
Oxford, Alabama 36203

Lineville Office  
301 East Main Street  
Lineville, Alabama 36266

Oxford Wal-Mart  
92 Plaza Lane  
Oxford, Alabama 36203

Heflin Office  
835 Ross Street  
Heflin, Alabama 36264

Hollis Crossroads Office  
U.S. Hwy 431 & Alabama Hwy 9  
Heflin, Alabama 36264

Ranburne Office  
Alabama Hwy 46 & Main Street  
Ranburne, Alabama 36273

Roanoke Office  
3140 Highway 431  
Roanoke, Alabama 36274

East Central Operations Center  
1101 Wilmer Avenue  
Anniston, Alabama 36201

Foley Office  
200 W. Laurel Street  
Foley, Alabama 36535

Fairhope Office  
387 Fairhope Avenue  
Fairhope, Alabama 36532

Gulf Shores Office  
1500 Gulf Shores Parkway  
Gulf Shores, Alabama 36542

Dauphin Street Office  
3254 Dauphin Street  
Mobile, Alabama 36606

Saraland Office  
15 North Highway 43  
Saraland, Alabama 36571

Plantation Pointe Office  
906 Plantation Boulevard  
Fairhope, Alabama 36532

Orange Beach Office  
25239 Perdido Beach Boulevard  
Orange Beach, Alabama 36561

Wal-Mart Super Center  
2200 S. McKenzie Street  
Foley, Alabama 36535

Wal-Mart Super Center  
1095 Industrial Parkway  
Saraland, Alabama 36571

Lillian Office  
34023 U.S. Highway 98  
Lillian, Alabama 36549

Bell Road Office  
2795 Bell Road  
Montgomery, Alabama 36117

Eastdale Office  
3900 Eastdale Circle  
Montgomery, Alabama 36117

Old Farm Office  
2914 Carter Hill Road  
Montgomery, Alabama 36106

Perry Street Office  
671 South Perry Street  
Montgomery, Alabama 36104

Clanton Office  
501 2nd Avenue  
Clanton, Alabama 35045

Opp Office  
113 East Hart Avenue  
Opp, Alabama 36467

Opelika Office  
600 Second Avenue  
Opelika, Alabama 36801

Auburn Office  
141 E. Magnolia Avenue  
Auburn, Alabama 36830

Andalusia Office  
1100 East Three Notch Street  
Andalusia, Alabama 36420

Dadeville Office  
216 South Broadnax Street  
Dadeville, Alabama 36853

LaFayette Office  
54 North LaFayette Street  
LaFayette, Alabama 36862

Valley Office  
3202 20th Avenue  
Valley, Alabama 36854

Phenix City Office  
1201 Broad Street  
Phenix City, Alabama 36867

280 By-Pass Office  
1200 280 By-Pass  
Phenix City, Alabama 36867

Eufaula Office  
990 South Eufaula Avenue  
Eufaula, Alabama 36027

Troy Office  
1219 Highway 231 South  
Troy, Alabama 36081

Brundidge Office  
200 North Main Street  
Brundidge, Alabama 36101

Ariton Office  
101 East Main Street  
Ariton, Alabama 36311

Clay Bank Office  
962 East Andrews Avenue  
Ozark, Alabama 36360

Downtown Office  
305 South Union Avenue  
Ozark, Alabama 36360

Wal-Mart Super Center  
U.S. Highway 280 North  
Alexander City, Alabama 35010

Wal-Mart Super Center  
600 Boll Weevil Circle  
Enterprise, Alabama 36330

Enterprise Office  
201 South Edwards Street  
Enterprise, Alabama 36330

Wal-Mart Super Center  
1903 Cobbs Ford Road  
Prattville, Alabama 36066

Brewton Office  
405 Douglas Avenue  
Brewton, Alabama 36426

Castleberry Office  
Cleveland Ave. & E. Railroad St.  
Castleberry, Alabama 36432

Evergreen Office  
405 Belleville Street  
Evergreen, Alabama 36401

Greenville Office  
120 Greenville Bypass  
Greenville, Alabama 36037

Repton Office  
Highway 84 & Jones Street  
Repton, Alabama 36475

University Drive Office  
2124 East University Drive  
Auburn, Alabama 36830

Motor Bank Drive-In  
Franklin at Rands Avenue, SE  
Huntsville, Alabama 35801

South Parkway Office  
11218 South Memorial Parkway  
Huntsville, Alabama 35803

Florence Office  
320 South Pine Street  
Florence, Alabama 35630

Theodore Office  
5826 Highway 90  
Theodore, Alabama 36582

Fayetteville Office  
307 E. College Street  
Fayetteville, Tennessee 37334

Pulaski Office  
307 W. Madison Street  
Pulaski, Tennessee 38478

Fayetteville Office  
1422 Huntsville Highway  
Fayetteville, Tennessee 37334

Ardmore Office  
212 W. Main Street  
Ardmore, Tennessee 38449

Wal-Mart Super Center Office  
1224 Huntsville Highway  
Fayetteville, Tennessee 37334

Dunwoody Office  
4800 Ashford Dunwoody Road  
Dunwoody, Georgia 30338

Buckhead Office  
3789 Roswell Road  
Atlanta, Georgia 30342

Columbus Office  
6100 Whitesville Road  
Columbus, Georgia 31904

Clairmont Office  
3361 Clairmont Road  
Atlanta, Georgia 30329

Lawrenceville Office  
390 Crogan Street  
Lawrenceville, Georgia 30245

Johnson Ferry Office  
1020 Johnson Ferry Road  
Marietta, Georgia 30068

Windy Hill Office  
1041 Windy Hill Road  
Smyrna, Georgia 30080

Cleveland Road Office  
1237 Cleveland Road  
Dalton, Georgia 30721

Cobb Office/Town Center  
440 Earnest Barrett Pkway, Ste 21  
Kennesaw, Georgia 30144

Duluth Office  
4245 Pleasant Hill Road  
Duluth, Georgia 30136

Alpharetta Office  
11790 Haynes Bridge Road  
Alpharetta, Georgia 30201

West Cobb Office  
5987 Mableton Parkway  
Mableton, Georgia 30059

Thornton Avenue Office  
401 South Thornton Avenue  
Dalton, Georgia 30720

Winn Dixie Office  
2518 East Walnut Avenue  
Dalton, Georgia 30721

Orlando Office  
201 East Pine Street  
Orlando, Florida 32801

Casselberry Branch Office  
894 East Semoran Boulevard  
Casselberry, Florida 32707

Kissimmee Branch Office  
2720 North Orange  
Kissimmee, Florida 32742

Kissimmee Branch Office  
1412 West Vine Street  
Kissimmee, Florida 34741

Altamonte Springs Branch  
919 West State Road  
Altamonte Spring, Florida 32714

Lake Mary Branch Office  
4699 West Lake Mary  
Lake Mary, Florida 32746

Winter Park Branch Office  
699 North Orlando Avenue  
Winter Park, Florida 32789

Longwood Branch Office  
2127 West State Road  
Longwood, Florida 32707

Ormond Beach Branch  
201 S. Nova Road  
Ormond Beach, Florida 32174

Port Orange Branch  
900 Village Trail  
Port Orange, Florida 32019

New Smyrna Beach Branch  
161 North Causeway  
New Smyrna Beach, Florida 32168

Pierson Branch  
106 North Center Street  
Pierson, Florida 32180

Miami Beach Branch Office  
301 Arthur Godfrey Road  
Miami Beach, Florida 33140

Fort Lauderdale Branch Office  
600 South Andrews Avenue  
Fort Lauderdale, Florida 33301

Miami Beach Branch Office  
975 Arthur Godfrey Road  
Miami Beach, Florida 33140

Boca Raton Branch Office  
21302 St. Andrews Boulevard  
Boca Raton, Florida 33433

Beachside Branch Office  
18170 Collins Avenue  
North Miami Beach, Florida 33160

Mystic Pointe Branch Office  
3560 Mystic Pointe Drive  
Aventura, Florida 33180

Hollywood Branch Office  
2434 Hollywood Boulevard  
Hollywood, Florida 33020

Sunny Isles Branch Office  
290 Sunny Isles Boulevard  
North Miami Beach, Florida 33160

Key Biscayne Branch Office  
600 Crandon Boulevard  
Key Biscayne, Florida 33149

Eustis Branch Office  
2801 South Bay Street  
Eustis, Florida 32726

Leesburg Branch Office  
1330 W. Citizens Boulevard  
Leesburg, Florida 34748

Tavares Branch Office  
224 N. Sinclair Avenue  
Tavares, Florida 32778

Mount Dora Branch Office  
909 N. Donnelly Street  
Mount Dora, Florida 32757

Umatilla Branch Office  
356 N. Central Avenue  
Umatilla, Florida 32784

Lady Lakes Branch Office  
944 Bichara Boulevard  
Lady Lakes, Florida 32159

Brandon Branch Office  
510 Vonderburg Drive  
Brandon, Florida 33511

Park Central Branch Office  
410 Ware Boulevard  
Tampa, Florida 33619

Seffner Branch Office  
1707 S. Parsons Avenue  
Seffner, Florida 33584

Plant City Branch Office  
2318 Jim Redman Parkway  
Plant City, Florida 33566

Downtown Branch Office  
200 E. Madison Street  
Tampa, Florida 33602

Apollo Beach Branch Office  
205 Apollo Beach Boulevard  
Apollo Beach, Florida 33572

Westshore Branch Office  
4427 W. Kennedy Boulevard  
Tampa, Florida 33609

Anderson Branch Office  
12002 Anderson Road  
Tampa, Florida 33625

Wal-Mart Super Center  
17030 U. S. Highway 441  
Mount Dora, Florida 32757

Palm Beach Lakes Office  
2000 Palm Beach Lakes Blvd  
West Palm Beach, FL 33409

Atlantis Office  
3100 Lantana Road  
Lantana, FL 33462

Southern Centre Office  
10455 Southern Boulevard  
Royal Palm Beach, FL 33411

Jupiter Office  
185 East Indiantown Road  
Jupiter, Florida 33477

Royal Palm Beach Office  
11317 Okeechobee Road  
Royal Palm Beach, FL 33411

Century Plaza Office  
5750 Okeechobee Boulevard  
West Palm Beach, FL 33417  
(approved but unopened)

EXHIBIT B

ARTICLES OF INCORPORATION  
OF  
FIRST COLONIAL BANK

The undersigned, acting as incorporators of a banking corporation under the Code of Alabama, adopts on this the 21st day of January, 1991, the following Articles of Incorporation for such banking corporation:

ARTICLE I

Name

The name of the Corporation shall be First Colonial Bank.

ARTICLE II

Objects

The objects for which the corporation is formed are:

(A) To do all things necessary and incident to carrying on the business of banking and such business as is done by trust companies doing a banking business.

(B) To discount bills, notes and other evidences of debt.

(C) To receive and pay out deposits, with or without interest, to receive on special deposit money, bullion, foreign money, stock, bonds or other security.

(D) To buy and sell on foreign and domestic exchanges, bullion, bonds, stocks, bills of exchange, notes and other negotiable paper.

(E) To lend money on personal security, upon pledge of bonds, stocks, or other negotiable security.

(F) To lend money and to receive security therefor by mortgage on personal property and real property.

(G) To do any business and perform any acts incident to the general banking business and the business of trust companies doing a banking business.

(H) To buy, sell, lease, acquire, own, use and occupy real estate in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.



(I) To enter into contracts with persons, firms, associations and corporations for services of each and every kind that may be necessary or beneficial to the welfare of said banking business.

(J) To do each and every legal thing that may be for the betterment or welfare of said banking business.

### ARTICLE III

#### Principal Office

The location of the principal office of First Colonial Bank in the State of Alabama shall be One Commerce Street, Montgomery, Alabama.

### ARTICLE IV

#### Capital Stock

The amount of the total authorized capital stock shall be \$100,000.00, divided into 100,000 shares of the par value of \$1.00 each.

The amount of capital stock with which the corporation will begin business shall be \$10,000.00 as capital stock. The original stock is to sell for \$10.00 for each share. Therefore, the total derived from the 10,000 shares of stock will be \$10,000.00, which sum shall be set up as capital stock.

### ARTICLE V

#### Registered Office

The address of the initial registered office of the corporation is One Commerce Street, Montgomery, Alabama, and the name of its initial registered agent at such address is Charlotte G. Cotney.

### ARTICLE VI

#### Incorporators

(A) The names and post office addresses of the incorporators are as follows:

Thomas P. Oldweller

Post Office Box 46  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 46  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 45  
Mobile, Alabama 36601

(B) The number of directors constituting the initial Board of Directors is three (3), and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected, are as follows:

Thomas P. Oldweiler

Post Office Box 46  
Mobile, Alabama 36601

Daniel B. Graves

Post Office Box 46  
Mobile, Alabama 36601

Carroll E. Blow, Jr.

Post Office Box 46  
Mobile, Alabama 36601

#### ARTICLE VII

##### Duration

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

#### ARTICLE VIII

##### Powers

The corporation shall possess all of the powers necessary and incident to the conduct of the banking business and it is hereby vested with the necessary power to carry out the objects herein expressed in Article II hereof, and shall have all powers especially conferred upon this corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(A) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.

(B) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.

(C) To buy, sell, lease, acquire, own, use and occupy real estate and personal property in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(D) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any mortgage or collateral security that it might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

ARTICLE IX  
Bylaws

The dates on which the stockholders' annual meeting shall be held, the number of directors and terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. Officers may be created by the bylaws and filled by the board of directors. The corporation shall have power to make bylaws for the regulation and government of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation, on the date first set forth above.

Thomas P. Oldweiler  
Thomas P. Oldweiler

Daniel B. Graves  
Daniel B. Graves

Carroll E. Blow, Jr.  
Carroll E. Blow, Jr.

As required by Alabama law,  
this instrument prepared by:

Thomas P. Oldweiler  
Miller, Hamilton, Snider & Odom  
Post Office Box 46  
Mobile, Alabama 36601  
205-432-1414

STATE OF ALABAMA  
MONTGOMERY COUNTY

TO THE PROBATE JUDGE OF MONTGOMERY COUNTY:

This is to certify that I have examined into all of the proceedings of Thomas P. Oldweiler and others to organize a bank at Montgomery, Alabama; that I have investigated and found the character and general fitness of the persons named as stockholders in said bank are such as to command the confidence of the community and that there is a public necessity for and sufficient business at Montgomery, Alabama to support a bank; that I have examined the Articles of Incorporation submitted herewith and find the same in substantial conformity to law and that the incorporators have done all things necessary to comply with the law in the organization of a bank;

Therefore, this is to certify that FIRST COLONIAL BANK, Montgomery, Alabama has complied with the laws of the State of Alabama for the organization of a corporation to engage in the banking business, and you are hereby authorized to file in your office the Articles of Incorporation of First Colonial Bank submitted herewith.

WITNESS my hand and seal of office this the 23rd day of January, 1991.



Zack Thompson  
Zack Thompson  
Superintendent of Banks  
State of Alabama

SUPERINTENDENT OF BANKS  
STATE OF ALABAMA  
MONTGOMERY, ALABAMA

CERTIFICATE OF APPROVAL OF BANK MERGER

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, including certificates of all proceedings, showing that all requisite legal and corporate actions have been taken by First Colonial Bank, located at Montgomery, Alabama, and Colonial Bank, located at Lexington, Alabama, in accordance with Sections 10-2A-140, et seq. and Sections 5-7A-2, 5-7A-3, and 5-7A-40 through 5-7A-45, Code of Alabama 1975, to merge Colonial Bank, an Alabama banking corporation, into First Colonial Bank, an Alabama banking corporation, under the charter of First Colonial Bank and title of Colonial Bank with main office in Montgomery, in accordance with their Agreement of Merger dated as November 26, 1990.

NOW, THEREFORE, IT IS HEREBY FOUND that the merger would be for the best interest of the institutions affected and IT IS HEREBY CERTIFIED that the entire proceedings of the merger of First Colonial Bank and Colonial Bank are approved in all respects on the 4th day of February, 1991.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of office on this 4th day of February, 1991.

*Zack Thompson*  
Zack Thompson  
Superintendent of Banks  
State of Alabama

