

6/19/2019

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COMPASS BANK**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 09 |
| Estimated Charge | \$43.75 |

JUN 20 2019

S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

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

SECTION I
(1-3 MUST BE COMPLETED)

F98000001990

(Document number of corporation (if known))

1. Compass Bank
(Name of corporation as it appears on the records of the Department of State)
2. Alabama 3. 04/07/1998
(Incorporated under laws of) (Date authorized to do business in Florida)

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

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06/10/2019

5. BBVA USA
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Carrie L. Cogburn

(Typed or printed name of person signing)

Senior VP/Asst. Secretary

(Title of person signing)

FILED
19 JUN 19 AM 9:14
TALLAHASSEE, FLORIDA

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Restated Articles filed on behalf of BBVA
USA, as received and filed in the Office of the Secretary of State on 06/17/2019.



20190619000016120

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

06/19/2019

Date

John H. Merrill

Secretary of State

County Division Code: AL040
 Inst. # 2019057314 Pages: 1 of 5
 I certify this instrument filed on
 6/11/2019 2:27 PM Doc: PREST
 Alan L. King, Judge of Probate
 Jefferson County, AL. Rec: \$63.00

Clerk: SANDERSL

**ARTICLES OF RESTATEMENT
 OF THE
 RESTATED CERTIFICATE OF INCORPORATION
 OF
 COMPASS BANK**

(Originally incorporated under the name
 Central Bank & Trust Company on December 31, 1963.)

Pursuant to Sections 10A-2-10.06 and 10A-2-10.07 of the Alabama Business and Nonprofit Entity Code (the "Code"), the undersigned business corporation, Compass Bank (the "Corporation"), pursuant to a resolution duly adopted by its Board of Directors and Shareholders, hereby submits the following:

WHEREAS, the Restated Certificate of Incorporation of the Corporation was filed in the Office of the Judge of Probate of Jefferson County, Alabama, on November 8, 1993, and amended by a Certificate of Amendment, which was filed in said office on December 15, 2000 (as amended, the "Restated Certificate of Incorporation"); and

WHEREAS, the Board of Directors and Shareholders of the Corporation desire to amend and restate the Restated Certificate of Incorporation in its entirety;

NOW, THEREFORE, the Corporation hereby adopts these Articles of Restatement of the Restated Certificate of Incorporation and certifies as follows:

FIRST: That the Restated Certificate of Incorporation is hereby amended, superseded and restated in its entirety as follows:

**ARTICLE ONE:
 ENTITY NAME**

The name of the Corporation shall hereafter be:

"BBVA USA"

**ARTICLE TWO:
 DURATION**

The duration and existence of the Corporation shall be perpetual.

**ARTICLE THREE:
 PURPOSE**

The nature of the business and the purposes and powers of the Corporation are as follows:

3.01 To conduct a general banking and trust company business through such means and at such places as the Board of Directors may deem proper; and

RECEIVED DATE

JUN 17 2019

SECRETARY OF STATE
 OF ALABAMA

| | |
|--------------------------|-----------|
| Alabama Sec. Of State | |
| Entity Change | D/C |
| 003-933 | |
| Date | 6/17/2019 |
| Time | 11:27 |
| 190617 | 6 Pg |
| File | \$100.00 |
| Ackn | \$1.00 |
| Exp | \$1.00 |
| Total | \$100.00 |
| 05/016 | |

3.02 To engage in any lawful activity and to exercise all powers permitted to it by the Alabama Business and Nonprofit Entity Code and the Alabama Banking Code.

ARTICLE FOUR:
AUTHORIZED SHARES

4.01 The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred One Thousand One Hundred (101,100) consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock of the par value of Ten Dollars (\$10.00) each.

4.02 The Corporation shall have One Million Eleven Thousand Dollars (\$1,011,000) of stated capital stock consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock.

4.03 Each holder of the Corporation's common stock shall have the right to purchase its proportion of the issuance of any class of shares, including treasury shares, according to the proportion of its holdings of such class of shares at such price, which may be excess of the par value, within such time, and on such terms as shall be fixed and determined by the Corporation's Board of Directors.

ARTICLE FIVE:
SPECIAL PROVISIONS

Insofar as not prohibited by applicable law, the Corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own capital stock to the full extent of undivided profits, earned surplus, capital surplus or other funds lawfully available therefor.

ARTICLE SIX:
REGISTERED AGENT AND OFFICE

The name of the registered agent at such address is CT Corporation System. The street address of the agent's registered office is 2 North Jackson Street, Suite 605, Montgomery, AL 36104.

SECOND: That the foregoing Second Amended and Restated Certificate of Incorporation of the Corporation contains amendments requiring shareholder approval as follows: ARTICLES ONE, THREE, FOUR, and SIX have been deleted in their entirety and superseded and restated as set forth hereinabove.

THIRD: That (a) these Articles of Restatement of the Amended and Restated Certificate of Incorporation of the Corporation were adopted by the unanimous consent of the Board of Directors and Shareholders of the Corporation in the manner prescribed by law on the 25th day of April, 2019, (b) the number of shares of the Corporation outstanding at the time of such adoption was 101,100 shares of common stock and the number of shares entitled to vote thereon was 101,100 shares of common stock, all of which were represented when such action was taken; (c) the common stock of the corporation constitutes the only voting group entitled to vote on the

amendment; and (d) the number of shares voted for such amendment was 101,100 shares of common stock and no shares were voted against such amendment.

FOURTH: That the foregoing Second Amended and Restated Certificate of Incorporation of the Corporation was duly adopted for the purpose of becoming subject to the provisions of the Code. This Second Amended and Restated Certificate of Incorporation of the Corporation shall supersede the original Certificate of Incorporation and all restatements and amendments thereto.

The within Articles of Restatement of the Restated Certificate of Incorporation is being filed in the Office of the Judge of Probate of Jefferson County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Section 10A-1-4.02 of the Code.

This document shall be effective on June 10, 2019.

BBVA USA



Brian Herrick, Executive Vice President &
Associate General Counsel

JOHN H. MERRILL
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

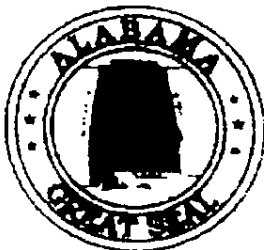
STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

BBVA USA

This name reservation is for the exclusive use of COMPASS BANK, 15 SOUTH 20TH STREET, BIRMINGHAM, AL 35223 for a period of one year beginning May 8, 2019 and expiring May 8, 2020.



RES155550

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 8, 2019

Date

John H. Merrill

Secretary of State

STATE OF ALABAMA
STATE BANKING DEPARTMENT

March 26, 2019

Via E-mail and USPS

Mr. Michael P. Carlson
 EVP and Deputy General Counsel
 BBVA Compass
 Daniel Building
 15 South 20th Street
 Suite 1802
 Birmingham, AL 35233

RE: BBVA USA - Request for Letter of No Objection

Dear Mr. Carlson:

The Department has reviewed your request to use the name "BBVA USA" to qualify to do business in Alabama. Please be advised that the Alabama State Banking Department does not object to the name "BBVA USA" being used to qualify to do business in Alabama. Final approval must come from the Secretary of State's office.

This approval does *not* constitute a license to engage in any particular activity or indicate a determination that no such license is necessary. Further, it does not itself operate to reserve the name with the Secretary of State as the final approval *must* come from the Secretary of State's office. If you have any further questions, please do not hesitate to contact us.

Best regards,



Elizabeth T. Bressler
 General Counsel

ETB:sa

Cc: Mike Hill, Superintendent of Banks

| | |
|---------------|-----------|
| Alabama | |
| Sec. Of State | |
| Entity Change | 0/C |
| 003-933 | |
| Date | 6/17/2019 |
| Time | 11:27 |
| 190617 | 6 Pg |
| File | \$100.00 |
| Ackn | \$1.00 |
| Exp | \$1.00 |
| Total | \$100.00 |
| 05/016 | |

Jefferson County

I, the Undersigned, as Judge of Probate for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in Inst. # 2019057314

Given under my hand and official seal, this the 11th day of June, 2019

Alan J. King

Judge of Probate