

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002549352--7

-05/05/98-01084-011

*****70.00 *****70.00

Colonial Asset Management, Inc.

W 98-12971

2/6/1A

Colonial Asset Management, Inc., an Affiliate of the
Colonial BancGroup, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUN 01 1998

Thanks,
Jeff

RECEIVED JUN 10 AM 9:26
FILED
TALLAHASSEE FLORIDA
6/11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

CT CORPORATION SYSTEM
ATTN: JEFF

SUBJECT: COLONIAL ASSET MANAGEMENT, INC.
Ref. Number: W98000012971

We have received your document for COLONIAL ASSET MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name you wish to adopt is not allowable. Names may not include descriptive phrases such as "an affiliate of the Colonial BancGroup, Inc."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00031946



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 8, 1998

CT CORPORATION SYSTEM
ATTN: JEFF

SUBJECT: COLONIAL ASSET MANAGEMENT, INC., AN AFFILIATE OF THE
COLONIAL BANCGROUP, INC.
Ref. Number: W98000012971

Pursuant to Mr. Russell Gache's call to our office today, the corporation will be allowed to adopt the name in the resolution submitted June 5, 1998, a copy of which is attached. The following approval will, however, be required:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 598A00032133



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

June 9, 1998

Eric J. Dyas, Esquire
Miller, Hamilton, Snider & Odom, LLC
254 State Street
Post Office Box 46
Mobile, AL 36601

Dear Mr. Dyas:

Re: "Colonial Asset Management, Inc., an Affiliate of
Colonial BancGroup, Inc."

Reference is made to your letter/fax dated June 9, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of The Colonial BancGroup, Inc., an Alabama-based bank holding company, located in Montgomery, Alabama.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal flourish extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:kr

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

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned W. Flake Oakley, IV, do hereby certify
that this Resolution of the Board of Directors of Colonial Asset Management, Inc.,
a corporation duly organized and existing under the laws of the State of Alabama,
was duly adopted on May 28, 19 98.

Resolved, that Colonial Asset Management, Inc. organized
and existing in the State of Alabama, hereby adopts the
Colonial Asset Management, Inc.,
name an Affiliate of The Colonial BancGroup, Inc. for use in Florida.

Dated: May 28, 1998

W. Flake Oakley
Signature of at least one director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(FLA. - 2091 - 4/5/95)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. Colonial Asset Management, Inc.

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

2. Alabama

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

3. applied for

(FEI number, if applicable)

4. May 4, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon incorporation

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 10151 Deerwood Park Blvd., Bldg. 300, Ste. 100, Jacksonville, Florida

32236

(Current mailing address)

8. See attached purpose clause

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

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

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

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

C T Corporation System

Dale Morris

(Registered agent's signature) (Officer)

Dale Morris, Asst. Vice President

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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

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

A. DIRECTORS

Chairman: P.L. McLeod

Address: One Commerce Street

Montgomery, Alabama 36104

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Samuel W. Gentry, Jr.

Address: One Commerce Street

Montgomery, Alabama 36104

Vice President: Sarah H. Moore

Address: One Commerce Street

Montgomery, Alabama 36104

Secretary: W. Flake Oakley, IV

Address: One Commerce Street

Montgomery, Alabama 36104

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TALLAHASSEE FLORIDA

Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Flake Oakley, IV, Secretary

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

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TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Colonial Asset Management, Inc.**

To provide advice in the management of capital assets and investment; and
To engage in the transaction of any and all lawful business for which
corporations may be incorporated under the laws of the State of Alabama

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TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Colonial Asset Management, Inc.**

1. P.L. McLeod
One Commerce Street
Montgomery, Alabama 36104
2. Samuel W. Gentry, Jr.
One Commerce Street
Montgomery, Alabama 36104
3. W. Flake Oakley, IV
One Commerce Street
Montgomery, Alabama 36104
4. Jack Ablin
10151 Deerwood Park Blvd., Bldg.300, Ste.100
Jacksonville, Florida 32236

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Colonial Asset Management, Inc. incorporated in Montgomery County, Montgomery, Alabama on May 4, 1998. I further certify that the records do not disclose that said Colonial Asset Management, Inc. has been dissolved.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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

May 28, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State