

F98000003504

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

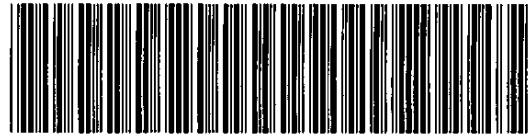
(Document Number)

Certified Copies _____ Certificates of Status _____

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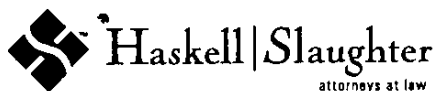
Name chg/cc
@ 6.27.04



900075444729

05/30/06--01011--010 **43.75

FILED
06 JUN 27 PM 3:00
TALLAHASSEE, FLORIDA



Ann Marie Puccio
Direct Dial: 205.254.1475
amp@hsy.com

Haskell Slaughter Young & Rediker, LLC
1400 Park Place Tower
2001 Park Place North
Birmingham, Alabama 35203
t. 205.251.1000 | f. 205.324.1133

June 26, 2006

VIA FEDERAL EXPRESS:

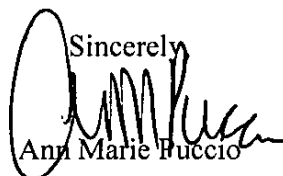
Florida Department of State
Division of Corporations
ATTN: KAREN BEYER
2661 Executive Center Circle
The Clifton Building
Tallahassee, FL 32301

Re: Name change of Warrior Capital Corporation dba The Banc Corporation
Our file number: 05136-1
Your reference number: F98000003564
Letter number: 506A00039239

Dear Karen:

Thank you so much for all of your assistance. This should be everything needed in order to change the name of the above entity to Superior Bancorp. As requested, I am enclosing the cover letter from your office, corrected Application, Delaware documents and approval letter from the Office of Financial Regulation. I have already sent the \$43.75 to you and it was not returned back to us.

If you have any questions or need anything else in order to process this request, please call me at the above number or email me at the above address. Thank you so much for your assistance.

Sincerely,

Ann Marie Puccio

/amp/459396.1

Enclosures





OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 22, 2006

Ms. Ann Marie Puccio
Paralegal
Haskell Slaughter Young & Rediker, LLC
1400 Park Place Tower
2001 Prk Place North
Birmingham, Alabama 35203

Re: Superior Bancorp

Dear Ms. Puccio:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a name change for The Banc Corporation dba Warrior Capital Corporation, a bank holding company located in Birmingham, Alabama.

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

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2006

ANN MARIE PUCCIO
HASKELL SLAUGHTER YOUNG & REDIKER, LLC
2001 PARK PLACE NORTH - SUITE 1400
BIRMINGHAM, AL 35203

*Karen
Beyler*

SUBJECT: WARRIOR CAPITAL CORPORATION
Ref. Number: F98000003564

We have received your document for WARRIOR CAPITAL CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the corporate name on the form as we have it listed on our records. See the enclosed printout.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

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) 245-6964.

~~Irene Albritton~~
Document Specialist

Letter Number: 506A00039239

Deborah Stal
Dr. [unclear]
2661 Executive Center Circle
The Clifton Bldg
FL 32301

*Karen
Beyler*

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)

F98000003564

(Document number of corporation (if known))

Warrior Capital Corporation dba

The Banc Corporation

1. _____
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 6/23/98
(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? May 18, 2006

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

N/A (please call me if alternate is needed)

(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.

N/A

(New duration)

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

N/A

(New jurisdiction)

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

RICK GARDNER
(Typed or printed name of person signing)

Chief Operating Officer
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE BANC CORPORATION", CHANGING ITS NAME FROM "THE BANC CORPORATION" TO "SUPERIOR BANCORP", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 2006, AT 1:50 O'CLOCK P.M.



2876132 8100

060479419

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4759502

DATE: 05-19-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:50 PM 05/18/2006
FILED 01:50 PM 05/18/2006
SRV 060473989 - 2876132 FILE

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF
THE BANC CORPORATION**

The Banc Corporation, a corporation organized and existing under and by virtue of the Delaware General Corporation Law ("DGCL"), does hereby certify as follows:

FIRST: The name of the corporation is The Banc Corporation (the "Corporation"). The Corporation was originally incorporated under the name "The Bank Corporation", and its original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 7, 1998.

SECOND: The Board of Directors of the Corporation has duly adopted resolutions setting forth proposed amendments of the Restated Certificate of Incorporation of the Corporation, declaring said amendments to be advisable, and calling a meeting of the stockholders of the Corporation for consideration thereof.

THIRD: The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that, subject to the approval by the affirmative vote of the holders of a majority of the issued and outstanding common stock of the Corporation at the 2006 Annual Meeting of Stockholders of the Corporation, Article I of the Restated Certificate of Incorporation of the Corporation shall be and read as follows:

ARTICLE I

The name of the Corporation is Superior Bancorp.

and

RESOLVED, that, subject to the approval by the affirmative vote of the holders of a majority of the issued and outstanding common stock of the Corporation at the 2006 Annual Meeting of Stockholders of the Corporation, the first paragraph of Article IV, Section 4.1 of the Restated Certificate of Incorporation of the Corporation shall be and read as follows:

Section 4.1 Authorization of Capital. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Fifty-Five Million (55,000,000) shares, comprising Fifty Million (50,000,000) shares of Common Stock, with a par value of \$.001 per share, and Five Million (5,000,000) shares of Preferred Stock, with a par value of \$.001 per share, as the Board of Directors may decide to issue pursuant to Section 4.3, which constitutes


a total authorized capital of all classes of capital stock of Fifty-Five Thousand Dollars (\$55,000.00).

FOURTH: Thereafter, pursuant to resolution of the Corporation's Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments set forth above.

FIFTH: Such amendments were duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its undersigned duly authorized officer as of the 18th day of May, 2006.

THE BANC CORPORATION

By 
Rick D. Gardner
Chief Operating Officer
and Secretary