

F99000001566

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002817158--7
-03/24/99--01075--021
*****70.00 *****70.00

Regions Financial Corporation

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. Regions Financial Corporation
(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. Delaware (State or country under the law of which it is incorporated)

3. 63-0589368 (FEI number, if applicable)

4. June 26, 1970 (Date of incorporation)

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

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

7. 417 North 20th Street, Birmingham, Alabama 35203

(Current mailing address)

8. All purposes permissible under the Bank Holding Company Act of 1956
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

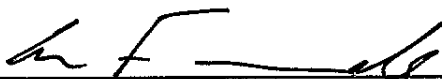
9. Name and street address of Florida registered agent:

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



(Registered agent's signature) (Officer)

Allan P. Farnell, Assistant Secretary
(Type Name and Title of Officer)

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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: see attached

Address: _____

Vice Chairman: see attached

Address: _____

Director: see attached

Address: _____

Director: see attached

Address: _____

B. OFFICERS

President: see attached

Address: _____

Vice President: see attached

Address: _____

Secretary: see attached


Address: _____

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Treasurer: see attached

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. Carl E. Jones, Jr., President
(Typed or printed name and capacity of person signing application)

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LIST OF OFFICERS
FOR
REGIONS FINANCIAL CORPORATION

Carl E. Jones, Jr.	President & Chief Executive Officer 417 North 20 th Street Birmingham, AL 35203
Richard D. Horsley	Executive Financial Officer 417 North 20 th Street Birmingham, AL 35203
Frank D. Hickingbotham	Regional President 425 West Capitol Avenue, Suite 1200 Little Rock, AR 72201
Sam P. Faucett	Regional President P. O. Box 2509 Tuscaloosa, AL 35403
Joe M. Hinds, Jr.	Regional President P. O. Box 680 Huntsville, AL 35804
Wilbur B. Hufham	Regional President P. O. Box 511 Montgomery, AL 36101
William E. Jordan	Regional President 417 North 20 th Street Birmingham, AL 35203
Peter Miller	Regional President 303 Jesse Jewell Parkway Gainesville, GA 30501
Samuel E. Upchurch, Jr.	Executive Vice President & Corporate Secretary 417 North 20 th Street Birmingham, AL 35203
William E. Askew	Executive Vice President 417 North 20 th Street Birmingham, AL 35203
E. C. Stone	Executive Vice President 417 North 20 th Street Birmingham, AL 35203
Richard E. Wambsganss	Executive Vice President 417 North 20 th Street Birmingham, AL 35203

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LIST OF DIRECTORS
FOR
REGIONS FINANCIAL CORPORATION

J. Stanley Mackin	Chairman of the Board of Directors 417 North 20 th Street Birmingham, AL 35203
Richard D. Horsley	Vice Chairman of the Board of Directors 417 North 20 th Street Birmingham, AL 35203
Sheila Blair	Director 2306 Brookshire Place Birmingham, AL 35213
James B. Boone, Jr.	Director P. O. Box 2370 Tuscaloosa, AL 35403
Albert P. Brewer	Director 800 Lakeshore Drive Birmingham, AL 35229
James S. M. French	Director P. O. Box 247 Birmingham, AL 35201
Olin B. King	Director P. O. Box 1000 Huntsville, AL 35807
Henry E. Simpson	Director 417 North 20 th Street Birmingham, AL 35203
Lee J. Styslinger, Jr.	Director 210 Inverness Center Drive Birmingham, AL 35242
Robert J. Williams	Director P. O. Box 16667 Mobile, AL 36616
Carl E. Jones, Jr.	Director 417 North 20 th Street Birmingham, AL 35203
Frank D. Hickingbotham	Director 425 West Capitol Avenue, Suite 200 Little Rock, AR 72201

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LIST OF DIRECTORS
FOR
REGIONS FINANCIAL CORPORATION
(Page 2)

Michael W. Murphy	Director 200 North Jefferson, Suite 500 El Dorado, AR 71730
Barnett Grace	Director 400 West Capitol Avenue Little Rock, AR 72201
W. Woodrow Stewart	Director P. O. Box 3280 Gainesville, GA 30503
John H. Watson	Director P. O. Box 1207 Dothan, AL 36302
C. Kemmons Wilson, Jr.	Director 1629 Winchester Road Memphis, TN 38116

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REGIONS FINANCIAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9631049

DATE: 03-16-99