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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: September 19, 2002

TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State

FROM: Wendy Capron, Division of Banking

SUBJECT: First American Bank of Walton County - Article Amendment

The purpose of the attached article amendment is to change the bank's name to CommerceSouth Bank. Please file this amendment and make the following distribution of certified copies:

(1) Return one (1) copy to:

Division of Banking
Fletcher Building, Suite 636
101 E. Gaines Street
Tallahassee, Florida 32399-0350

(2) Mail five (5) copies to:

Mr. Greg Faison
CommerceSouth, Inc.
Post Office Box 1269
Eufaula, Alabama 36072-1269

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 19 AM 9:28

Enclosed is a check for \$87.50 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9509.

Attachments

cc: Area Financial Manager, Tallahassee

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-09/19/02--01053--016
*****87.50 *****87.50

Name Change
LFT

9-20-2002

STATE OF FLORIDA

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EXHIBIT A

WALTON COUNTY

:

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ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
FIRST AMERICAN BANK OF WALTON COUNTY


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 19 AM 9:28

Pursuant to Section 607.1001 of the Florida Business Corporation Act and pursuant to approval by its sole shareholder as set forth below, First American Bank of Walton County (the "Bank"), a Florida banking corporation, files the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Bank is First American Bank of Walton County.
2. Article I of the Articles of Incorporation of the Bank is amended to change the name of the Bank to CommerceSouth Bank.
3. There is only one class of stock, and the sole shareholder approved the amendment changing the name of the Bank to CommerceSouth Bank.

IN WITNESS WHEREOF, the undersigned Pete Knowles, the duly appointed President & CEO of First American Bank of Walton County, has executed these Articles of Amendment of the Articles of Incorporation on this 23 day of August, 2002.

FIRST AMERICAN BANK OF WALTON COUNTY


By: Pete Knowles
Its: President

THIS INSTRUMENT PREPARED BY:
Riley W. Roby
Balch & Bingham LLP
Post Office Box 78
Montgomery, Alabama 36101
(334) 834-6500

**JOINT UNANIMOUS WRITTEN CONSENT
OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
FIRST AMERICAN BANK OF WALTON COUNTY
IN LIEU OF SPECIAL MEETING ON AUGUST 23, 2002**

The undersigned, being the members of the Board of Directors and sole Shareholder of First American Bank of Walton County (hereinafter, the "Bank"), a Florida banking corporation, agree in writing as permitted by Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, as amended, to the following actions in lieu of a Special Meeting of the Board of Directors and sole Shareholder. This Unanimous Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors and sole Shareholder of the Bank and shall have like force and effect as if the resolutions and actions taken herein had been duly adopted and taken at a Special Meeting of the Board of Directors and sole Shareholder with all members and sole Shareholder being present.

The Board of Directors and sole Shareholder are desirous of authorizing an amendment to the Articles of Incorporation of the Bank to effectuate the change of the name of the Bank to CommerceSouth Bank.

The following resolution is unanimously adopted:

RESOLVED, the Board of Directors and sole Shareholder of First American Bank of Walton County deem it to be in the best interests of the Bank and its sole shareholder to change the name of the Bank to CommerceSouth Bank;

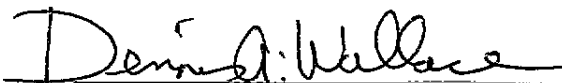
FURTHER RESOLVED, that the change of the name of First American Bank of Walton County to CommerceSouth Bank be approved; and,


FURTHER RESOLVED, that the President and Secretary and such other officers as may be necessary are hereby authorized and directed to execute and sign on behalf of the Bank the Amendment to the Articles of Incorporation of the Bank attached hereto as Exhibit A and execute any other documents or take any other

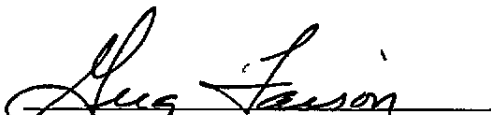
actions as may be necessary to carry out the purpose and intent of this Resolution.


IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors and the sole Shareholder of First American Bank of Walton County, have hereunto set their hands.

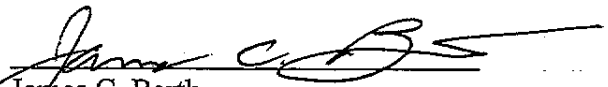
DIRECTORS



Dennis A. Wallace, Chairman


Tracy Conerly


Greg B. Faison


Dawn O'Connor


James C. Barth

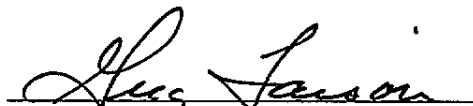

Michael C. Dixon


Pete Knowles

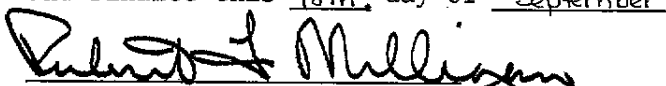

Malcolm Patterson

SHAREHOLDER

COMMERCE SOUTH, INC.


By: Greg B. Faison
Its: President & CEO

Approved by Comptroller Robert F. Milligan, Florida Department of Banking and Finance this 18th day of September, 2002.


Robert F. Milligan, Comptroller
Florida Department of Banking and Finance