

**WACHOVIA**

Wachovia Securities, Inc.  
Post Office Box 1012  
Charlotte, North Carolina 28201-1012

P05949

May 20, 1999

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

600002885056--2  
-05/25/99--01018--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

Enclosed please find the following information to facilitate our name change:

- Application for amendment
- Certificate from the state of North Carolina, Department of the Secretary of State
- Filing fee for amendment (Check #0023061 in the amount of \$35.00)

If you have any questions or require additional information, please feel free to contact me at (704) 379-9132. My return address is as follows:

Wachovia Securities, Inc,  
201 North Tryon Street  
Charlotte, NC 28202  
Attn: Lavern Wright  
Licensing/Registration Dept.

Sincerely,

*Lavern E. Wright*

Lavern E. Wright  
Licensing/Registration Dept.

FILED  
99 MAY 25 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
TLL JUN 2 1999

**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)**

**FILED**  
**99 MAY 25 PM 3:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. Interstate/Johnson Lane Corporation  
Name of corporation as it appears on the records of the Department of State.
2. North Carolina 3. 05/09/85  
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? 04/01/99
5. Wachovia Securities, 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.
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

Jennie M. Raine  
Signature

05/05/99

Date

Jennie M. Raine

Typed or printed name

Assistant Secretary

Title



Wachovia Securities, Inc.  
Post Office Box 1012  
Charlotte, North Carolina 28201-1012

Michael D. Hearn  
Senior Managing Director  
General Counsel

Direct: (704) 379-9121  
Facsimile: (704) 379-9075  
E-Mail: michael.hearn@ijl.com

May 19, 1999

TO WHOM IT MAY CONCERN:

I have acted as Counsel and Corporate Secretary of Interstate/Johnson Lane Corporation ("IJL"), a corporation organized and existing under the laws of the State of North Carolina in connection with the change of its corporate name to Wachovia Securities, Inc. ("WSI").


IJL has requested that I furnish to you information with respect to the effect of the change of name upon its outstanding obligations. In this connection, I have examined such corporate documents and the records of IJL as I have deemed relevant and necessary.

Please be advised that the change of corporate name from Interstate/Johnson Lane Corporation to Wachovia Securities, Inc. is a change in name only and the corporation which was named Interstate/Johnson Lane Corporation continues in existence as a legal entity named Wachovia Securities, Inc. The effective date of the name change was 4/1/99.

Further, notwithstanding such change of name, all ongoing obligations and commitments entered into by Interstate/Johnson Lane Corporation continue to be binding upon, and inure to the benefit of, Wachovia Securities, Inc.


Very truly yours,

WACHOVIA SECURITIES, INC.

by:   
MICHAEL D. HEARN  
Senior Managing Director  
General Counsel & Secretary

I, Jennie M. Raine, certify that I am the Assistant Secretary of Wachovia Securities, Inc. (formerly Interstate/Johnson Lane Corporation), a corporation organized and existing under the laws of the State of North Carolina; I further certify that the attached document is a true and correct copy of the Articles of Merger certified and sealed by the North Carolina Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 21<sup>st</sup> day of May, 1999.

  
Jennie M. Raine, Assistant Secretary

(SEAL)

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

## ARTICLES OF MERGER

OF

WACHOVIA CAPITAL MARKETS, INC.  
INTO  
INTERSTATE/JOHNSON LANE CORPORATION  
WHICH CHANGED ITS NAME TO:  
WACHOVIA SECURITIES, INC.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 17<sup>th</sup> day of May, 1999.

*Elaine F. Marshall*

Secretary of State

990909078

ARTICLES OF MERGER  
OF  
WACHOVIA CAPITAL MARKETS, INC.  
INTO  
INTERSTATE/JOHNSON LANE CORPORATION

CORP ID #

00757441  
FILED

1:22pm

MAR 31 1999

Effective

April 1, 1999 12:05  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

Pursuant to the provisions of Section 55-11-05 of the General Statutes of North Carolina, Interstate/Johnson Lane Corporation, a corporation organized under the laws of North Carolina (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging Wachovia Capital Markets, Inc., a corporation organized under the laws of North Carolina (the "Merging Corporation"), into the Surviving Corporation:

I.

The Plan of Merger attached hereto as Exhibit I was duly approved in the manner prescribed by law by the sole shareholder of the Surviving Corporation on the 3<sup>rd</sup> day of March, 1999. The Plan of Merger attached hereto as Exhibit I was duly approved in the manner prescribed by law by the sole shareholder of the Merging Corporation on the 8th day of March, 1999.

II.

The Merger shall become effective at 12:05 a.m. on the 1st day of April, 1999.

This the 31st day of March, 1999.

INTERSTATE/JOHNSON LANE CORPORATION

By: \_\_\_\_\_

James H. Morgan

Chairman/Chief Executive Officer

PLAN OF MERGER  
MERGING  
WACHOVIA CAPITAL MARKETS, INC.  
INTO  
INTERSTATE/JOHNSON LANE CORPORATION

1. Parties to the Merger. Pursuant to the provisions of the North Carolina Business Corporation Act, WACHOVIA CAPITAL MARKETS, INC., a North Carolina corporation ("WCMI"), shall be merged into INTERSTATE/JOHNSON LANE CORPORATION, a North Carolina corporation ("Interstate" or the "Surviving Corporation"). The name of the Surviving Corporation shall be changed to "Wachovia Securities, Inc."

2. Effective Date and Time of the Merger. The Merger shall become effective at the time specified in the Articles of Merger filed with the Secretary of State of the State of North Carolina or, if no time is specified in the Articles of Merger, at the time of the filing of the Articles of Merger with the Secretary of State of the State of North Carolina (the "Effective Time"). The term "Effective Date" shall mean the date on which the Certificate of Merger is issued by the Secretary of State of the State of North Carolina.

3. Terms and Conditions of the Merger. The obligation of WCMI and Interstate to consummate the Merger is subject to the fulfillment of each of the following conditions:

(a) The approval of the Agreement of Merger and this Plan of Merger by Wachovia Corporation and Interstate/Johnson Lane, Inc., the sole shareholders of WCMI and Interstate, respectively;

(b) The consummation of the Merger of Interstate/Johnson Lane, Inc. with and into Wachovia Corporation pursuant to the terms and conditions of the Agreement and Plan of Merger dated October 27, 1998; and

(c) The receipt of all consents, approvals, and permissions, and the satisfaction of all of the requirements prescribed by law, including, but not limited to, the consents, approvals, and permissions of all regulatory authorities which are necessary to the carrying out of this Merger.

4. Conversion of Securities. Each share of common stock of Interstate issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding on and after the Effective Date and will not be converted, exchanged or altered in any way as a result of the Merger. Each share of common stock of WCMI issued and outstanding immediately prior to the Effective Date shall be cancelled and retired, and no cash, new shares of common stock or other consideration shall be issued or given in exchange therefor.

5. Effect of Merger. Until the Effective time, each of WCMI and Interstate shall continue to conduct their respective businesses without material change. The Merger of WCMI and Interstate shall be effected pursuant to the terms and conditions of this Plan of Merger. From and after the Effective Time, the separate corporate existence of WCMI shall cease and Interstate, the Surviving Corporation, shall continue its corporate existence as a North Carolina corporation possessing all of the powers conferred on it by law, having all of the rights and properties theretofore held or owned by either WCMI or Interstate, and subject to all of the obligations and liabilities of both WCMI and Interstate at the time of the consummation of the Merger.

6. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be those of Interstate as existing at the Effective Time, except that such articles shall be amended by the Articles of Merger as set forth in Exhibit A to this Plan of Merger. The specifics of the amendments are set forth below.

(a) Article I is deleted and is replaced, in its entirety, by Article I, which changes the name of the corporation to "Wachovia Securities, Inc."

(b) Article II is deleted.

(c) Article III is deleted and is replaced, in its entirety, by Article II which updates the language specifying that the Corporation is organized to act as a securities broker-dealer and an investment banker and to engage in any other lawful business not required by the North Carolina Business Corporation Act to be stated specifically in the Articles of Incorporation.

(d) Article IV is deleted and is replaced, in its entirety, by Article III which sets forth the number and designation of shares that the corporation is authorized to issue, voting and distribution rights of such shares, and, in accordance with the requirements of the New York Stock Exchange, carries forward the current provisions limiting the right of the corporation to redeem or repurchase such shares and providing for the mandatory conversion or redemption of such shares.

(e) Articles V, VI, and VII are deleted.

(f) Article VIII is deleted and is replaced, in its entirety, by Article IV which provides that the Board of Directors shall have the power to make, amend, and rescind the Corporation's bylaws.

(g) Article IX is deleted and replace in its entirety by Article V, which updates the language limiting the liability to the Corporation of persons serving as directors to conform to the current provisions of the North Carolina Business Corporation Act.

(h) Articles X and XI are deleted.



(i) Article VI, which limits the applicability of Articles 9 and 9A of the North Carolina Business Corporation Act to the Corporation, is added.

7. Abandonment. After approval of this Plan of Merger by the shareholders of WCMI and Interstate, and at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of North Carolina, the Boards of Directors of WCMI and Interstate may, in their discretion, abandon the Merger.

EXHIBIT A

AMENDED  
ARTICLES OF INCORPORATION  
OF  
INTERSTATE/JOHNSON LANE CORPORATION  
(which is herein changing its name to  
Wachovia Securities, Inc.)

The Corporation's Articles of Incorporation are amended by deleting Articles I through XI thereof in their entirety and substituting the following:

ARTICLE I  
NAME

The name of the Corporation is Wachovia Securities, Inc.

ARTICLE II  
PURPOSE

The Corporation is organized (i) to act as a securities broker-dealer and an investment banker and (ii) to engage in any other lawful business not required by the North Carolina Business Corporation Act to be stated specifically in the Articles of Incorporation.

ARTICLE III  
AUTHORIZED SHARES

3.1 Number and Designation. The number and designation of shares that the Corporation shall have authority to issue, and the par value per share, are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	100,000	\$0.50

3.2 Voting; Distribution. The Common Stock has unlimited voting rights and is entitled to receive the net assets of the Corporation upon the dissolution of the Corporation.

3.3 Limitation on Redemption or Repurchase of Stock. To the extent required by the rules of the New York Stock Exchange (the "Exchange"), the Corporation shall not, without the prior written consent of the Exchange, redeem or repurchase any shares of Common Stock on less than six months notice given to the Exchange no sooner than six months after the original issuance of such shares (or any predecessor shares).

3.4 Mandatory Redemption or Conversion. The Corporation may, at its option, redeem or convert to a fixed income security or such other consideration as may be permitted under applicable law that portion of the Common Stock owned by a shareholder who is required to be approved by the Board of Directors of the Exchange as a member, allied member or approved person and who fails or ceases to be so approved as necessary to reduce such shareholder's ownership interest below the level which enables that person to exercise controlling influence over the management or policies of the Corporation. The terms and conditions of any fixed income security or other consideration shall be as specified by the Corporation and the Exchange.

#### ARTICLE IV AMENDMENT OF BYLAWS

Except as otherwise provided in the bylaws, the Board of Directors of the Corporation shall have the power, by vote of a majority of all the directors, and without the assent or vote of the shareholders, to make, amend, and rescind the Corporation's bylaws at any regular or special meeting of the Board of Directors.

#### ARTICLE V LIMITATION OF LIABILITY

To the fullest extent from time to time permitted by law, no person who is serving or has served as a director of the Corporation shall be personally liable in any action for monetary damages for breach of his or her duty as a director, whether such action is brought by or in the right of the Corporation or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim, which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

#### ARTICLE VI APPLICABILITY OF CERTAIN PROVISIONS OF THE NORTH CAROLINA BUSINESS CORPORATION ACT

The provisions of Articles 9 and 9A of the North Carolina Business Corporation Act shall not apply to the Corporation.