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DIRECT DIAL TELEPHONE:

September 16, 1997

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

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Attention: Ms. Louise Fleming-Jackson

Re: Articles of Merger of Compass Bank, Jacksonville, Florida into Compass Bank, Birmingham, Alabama

Dear Ms. Fleming-Jackson:

Enclosed please find the original and two photocopies of the Articles of Merger of Compass Bank, Jacksonville, Florida into Compass Bank, Birmingham, Alabama and a check payable to the Florida Department of State of \$70.00 for the filing fees incurred. Bruce Ricca of the Florida Department of Banking advised that these documents no longer must be approved by the banking department prior to filing by your office. Therefore, I am forwarding to your attention to assist in the filing of these documents to be effective as of Wednesday, September 17th.

Please have your office file upon receipt returning evidence of filing to the attention of the undersigned at your earliest convenience. If you have any questions or problems with this filing, please do not hesitate to telephone me collect at (205) 251-8100 extension 3298. Thank you for your assistance in this matter.

Yours truly,

Anne Marie Myers

Anne-Marie Myers
Legal Assistant

FILED
97 SEP 17 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

FILING 70.00
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 70.00

merger
LF
9-17-97

P94000094203

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPASS BANK, a Florida corporation (Document #P94000094203)

INTO

COMPASS BANK, an Alabama corporation not qualified in Florida.

File date: September 17, 1997

Corporate Specialist: Louise Flemming-Jackson

FILED

97 SEP 17 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:

M. Leah Hudson
Balch & Bingham LLP
P.O. Box 306
Birmingham, Alabama 35201

ARTICLES OF MERGER

OF

COMPASS BANK, JACKSONVILLE, FLORIDA

INTO

COMPASS BANK, BIRMINGHAM, ALABAMA

Pursuant to, and with the effect provided in, Section 607.1105 of the Florida Statutes, as amended, the undersigned banking corporations adopt the following Articles of Merger for the purpose of merging (the "Interstate Merger") Compass Bank, Jacksonville, Florida, a Florida banking corporation, with and into Compass Bank, Birmingham, Alabama ("Compass-Alabama"), an Alabama banking corporation, under Compass-Alabama's charter, and with the continuing bank named "Compass Bank":

FIRST: The Plan of Merger and Reorganization Agreement ("Plan of Merger") attached as Exhibit 1 hereto was approved by the directors and shareholders of the undersigned banking corporations in the manner prescribed by the Florida Statutes, as amended. The Interstate Merger was approved by the Federal Reserve Board on August 20, 1997, a copy which is attached as Exhibit 2. The Alabama Superintendent of Banks issued his Certificate of Approval of the Interstate Merger on August 12, 1997, a copy of which is attached as Exhibit 3.

SECOND: The effective date of the Interstate Merger shall be September 17, 1997.

THIRD: The shareholders of the undersigned banking corporations adopted the Plan of Merger attached hereto as Exhibit 1 as of July 21, 1997.

FOURTH: Compass-Alabama shall be the surviving corporation and charter, it shall have the name "Compass Bank" as of the date and time of filing of these Articles with the Alabama Secretary of State and the Florida Secretary of State.

Dated as of September 16, 1997.

COMPASS BANK, a Florida banking corporation

By: *David M. Wright*
Its: Senior Vice President

[CORPORATE SEAL]

By: *Daniel B. Graves*
Assistant Secretary

COMPASS BANK, an Alabama banking corporation

By: *David M. Wright*
Its: Executive Vice President

[CORPORATE SEAL]

By: *Daniel B. Graves*
Assistant Secretary

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 16th day of September, 1997, before me, a Notary Public for the State and County aforesaid, personally came David M. Wright and Daniel B. Graves of Compass Bank, Birmingham, Alabama, and in said duly authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed and foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.

Merrigo White
Notary Public

[NOTARIAL SEAL]

My Commission expires: 9/27/97

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

On this 16th day of September, 1997, before me, a Notary Public for the Sate and County aforesaid, personally came Daniel W. Wright and Daniel B. Gaves of Compass Bank, Jacksonville, Florida, and in said duly authorized capacities acknowledged that being informed of the contents thereof, they voluntarily executed the foregoing instrument for and as the act and deed of said Bank.

WITNESS my official seal and signature this day and year aforesaid.

Merrigo White
Notary Public

[NOTARIAL SEAL]

My Commission expires: 9/27/97

Exhibit 1

**Plan of Merger and
Reorganization Agreement**

**PLAN OF MERGER
AND
REORGANIZATION AGREEMENT**

THIS PLAN OF MERGER AND REORGANIZATION AGREEMENT is made and entered into as of July 21, 1997, by and among COMPASS BANK, an Alabama state bank ("Compass-Alabama"), COMPASS BANK, a Florida state bank ("Compass-Florida") and COMPASS BANCSHARES, INC., a Delaware corporation ("Bancshares"), in order to provide for the merger of Compass-Florida with and into Compass-Alabama under the charter of Compass-Alabama (the "Merger").

WHEREAS, Compass-Alabama is an Alabama state bank with its principal office located in Birmingham, Alabama, and is a wholly-owned subsidiary of Bancshares;

WHEREAS, Compass-Florida is a Florida state bank with its principal office located in Jacksonville, Florida, and is a wholly-owned subsidiary of Bancshares;

WHEREAS, Bancshares is a bank holding company duly organized under the Delaware General Corporation Law with its principal office located in Birmingham, Alabama; and

WHEREAS, the respective Boards of Directors of Compass-Alabama, Compass-Florida and Bancshares, desiring to enter into interstate banking between Alabama and Florida as permitted by Chapter 13B of Title 5 of the Code of Alabama (1975), as well as the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. §1831u and other scattered sections of 12 U.S.C., as amended, have approved this Plan of Merger and Reorganization Agreement (the "Plan") and have authorized its execution and consummation.

NOW THEREFORE, in consideration of the premises and covenants contained herein, Compass-Alabama, Compass-Florida and Bancshares hereby make, adopt and approve this Plan and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

1. The Merger. Compass-Florida shall be merged with and into Compass-Alabama under the Articles of Association and charter of Compass-Alabama pursuant to, and with the effect provided in, Chapter 13B of Title 5 of the Code of Alabama, (1975) and the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. §1831u and other scattered sections of 12 U.S.C., as amended. Compass-Alabama shall be the surviving bank, and is hereinafter referred to as the "Continuing Bank" when reference is made to

Compass-Alabama as of the Effective Date of the Merger or thereafter. It is intended that the Merger shall be a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is and shall constitute a "plan of reorganization" for purposes of the Code.

2. Effective Date of the Merger. Subject to the terms and conditions of this Plan, and upon the satisfaction of all legal requirements, the Merger shall become effective on the date and time (the "Effective Date") specified by Bancshares.

3. The Continuing Bank.

(a) On the Effective Date, the name of the Continuing Bank shall be "Compass Bank"; its Articles of Association shall be the same as Compass-Alabama's existing Articles of Association; Compass-Alabama's main office shall be the main office of the Continuing Bank; and all offices, branches, agencies and facilities of Compass-Alabama and Compass-Florida which were in lawful operation or whose establishment had been approved at the Merger's Effective Date shall be retained and operated or established and operated as offices, branches, agencies and facilities of the Continuing Bank.

(b) On the Effective Date, all assets, rights, franchises and interests of Compass-Alabama and Compass-Florida in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Continuing Bank by virtue of the Merger without any deed or other instrument of transfer to the Continuing Bank, and without any order or other action on the part of any court or otherwise; and the Continuing Bank shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and committee of estates of lunatics, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises and interests were held or enjoyed by Compass-Alabama and Compass-Florida, respectively, immediately prior to the Effective Date.

(c) On the Effective Date, the Continuing Bank shall be liable for all liabilities of Compass Bank-Alabama and Compass Bank-Florida, and all deposits, debts, liabilities, obligations and contracts of Compass Bank-Alabama and Compass Bank-Florida, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against in the balance sheets, books of account or records of Compass-Alabama or Compass-Florida, as the case may be, shall be those of the Continuing Bank, and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either Compass-Alabama or Compass-Florida shall be preserved unimpaired.

4. Shareholders.

(a) On the Effective Date, Bancshares shall be allocated and shall be entitled to receive all shares of common stock of the Continuing Bank.

(b) On the Effective Date, Compass-Florida's voting common stock shall, ipso facto and without any further action on the part of Bancshares, Compass-Alabama or any other party, no longer represent capital stock of Compass-Florida, and outstanding certificates representing shares of Compass-Florida held by Bancshares shall thereafter solely represent the right to an equal number of shares of Continuing Bank \$10.00 par value common stock, all of which shall be allocated to Bancshares.

(c) On the Effective Date, the capital stock of Compass-Alabama outstanding immediately before the Effective Date shall be combined with the capital stock of Compass-Florida outstanding immediately before the Effective Date, with the effect that the Continuing Bank shall have surplus and undivided profits, including capital reserves, equal to the combined capital structures of Compass-Alabama and Compass-Florida, adjusted for normal earnings and expenses between the date hereof and the Effective Date.

5. Board of Directors. On the Effective Date, the Board of Directors of the Continuing Bank shall consist of [all persons who were directors of Compass-Alabama immediately before the Effective Date,] who shall continue to serve as directors until their successors are duly elected and qualified in accordance with the Continuing Bank's By-Laws. The names of all persons who are to serve as directors of the Continuing Bank are listed in Exhibit A attached hereto.

6. Approvals. This Plan shall be submitted to the shareholders of Compass-Alabama, Compass-Florida and Bancshares for ratification and confirmation in accordance with applicable provisions of law and the respective Articles of Incorporation or Articles of Association, and By-Laws of Compass-Alabama, Compass-Florida and Bancshares. Compass-Alabama, Compass-Florida and Bancshares shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other action, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger and any other transactions contemplated hereby, including, without limitation, approval of the Federal Reserve Board.

7. Rights of Dissenting Shareholders. Any holder of Compass-Florida common stock who objects to the Merger may, by complying with the procedures set forth in Chapter 658.44 of the Florida Statutes, as amended, require the Continuing Bank to pay for such shares in cash at their fair market value. Thereafter, and subject to applicable regulatory approvals, Bancshares shall acquire such shares for cash in an amount equal to the amount paid by Compass-Alabama in purchasing such dissenting shareholders' stock.

8. Conditions Precedent to the Merger. Effectuation of the Merger, and the obligations of Compass-Alabama, Compass-Florida and Bancshares to close the Merger, are subject to the following conditions, any of which, however, may be waived, to the extent permitted by law, by consent in writing executed by Compass-Alabama, Compass-Florida and/or Bancshares:

(a) This Plan, and the Merger contemplated hereby, shall have been ratified and confirmed by vote of the shareholders of Compass-Alabama, Compass-Florida and Bancshares as required by law; and

(b) All consents and approvals, including those of all regulatory agencies having jurisdiction, shall have been procured, and all other requirements prescribed by law and which are necessary for consummation of the Merger shall have been satisfied.

9. Termination. If:

(a) The number of shares of Compass-Florida common stock voted against the Merger, or in respect of which written notice of objection to the Merger is given before the shareholders' meeting at which the Merger is submitted, shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of Compass-Alabama, Compass-Florida or Bancshares; or

(b) Any action, suit, proceeding or claim has been instituted, made or threatened related to the proposed transaction which shall make consummation of the Merger inadvisable in the opinion of the Board of Directors of any of Compass-Alabama, Compass-Florida or Bancshares; or

(c) Any action, consent, or approval, governmental or otherwise, which is, or in the opinion of counsel for Compass-Alabama may be necessary to permit or enable the Continuing Bank, on and after the Merger, to conduct all or any part of the business and activities of Compass-Alabama and Compass-Florida as conducted or approved prior to the Effective Date, shall not have been obtained and remain in effect; or

(d) For any reason consummation of the Merger is in the judgment of the Board of Directors of any of Compass-Alabama, Compass-Florida or Bancshares, inadvisable;

then this Plan may be terminated and abandoned by Compass-Alabama, Compass-Florida or Bancshares at any time before the Effective Date of the Merger, either before or after the shareholders' vote by written notice to the other parties, such notice to be authorized or approved by resolution adopted by the Board of Directors of the party giving the notice.

Upon termination by written notice as provided in this Section 9, this Plan shall be void and of no further force and effect, and there shall be no liability for such termination by reason of this Plan on the part of any party hereto, or the directors, officers, employees, agents, or shareholders of any of them.

10. Counterparts. This Plan may be executed in two or more identical counterparts, each of which when executed and delivered by the parties hereto shall be an original, but all of which together shall constitute a single agreement.

11. Amendment. Compass-Alabama, Compass-Florida and Bancshares, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify, supplement and interpret this Plan in such manner as may be mutually agreed upon by them in writing at any time before or after adoption thereof by shareholders of Compass-Alabama, Compass-Florida and Bancshares; provided, however, that no such amendment, modification or supplement shall change the amount of cash to be paid or the number or kind of shares to be issued by Bancshares or the Continuing Bank in exchange for shares of Compass-Florida common stock, except by the affirmative action of such shareholders as required by law.

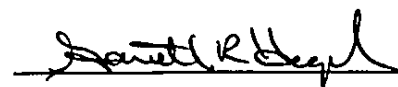
12. Effective Date. Effective as of the time this Merger shall become effective as specified in the approval of the Merger to be issued by the Federal Reserve Board, the Articles of Association of the Continuing Bank shall read in their entirety as set forth in Exhibit B, attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, Compass-Alabama, Compass-Florida and Bancshares have caused this Plan to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written, and a majority of the entire Board of Directors of each of Compass-Alabama, Compass-Florida and Bancshares have hereunto subscribed their names.

ATTEST:

COMPASS BANCSHARES, INC.

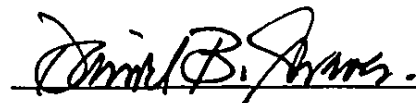

Assistant Secretary


Chief Financial Officer

[CORPORATE SEAL]

ATTEST:

COMPASS BANK, an Alabama state bank


Assistant Secretary

By 
Its Chief Financial Officer

[CORPORATE SEAL]

ATTEST:

COMPASS BANK, a Florida state bank

David B. Jones.
Assistant Secretary

By *Janette H. Hays*
Its Chief Financial Officer

[CORPORATE SEAL]

Exhibit 2

Approval of Federal Reserve Board



**BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551**

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

August 20, 1997

M. Leah Hudson, Esq.
Balch & Bingham, L.L.P.
Post Office Box #306
Birmingham, Alabama 35201

Dear Ms. Hudson:

The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, and having considered the record of this application in light of the relevant statutory factors, has approved the application by Compass Bank, Birmingham, Alabama, to merge with Compass Bank, Jacksonville, Florida, pursuant to section 18(c) of the Federal Deposit Insurance Act ("FDI Act") 12 U.S.C. § 1828(c)), and, incident thereto, to establish branches pursuant to section 9 of the Federal Reserve Act (12 U.S.C. § 321).

In approving this transaction, the Secretary has relied on all of the facts of record and all the commitments made by Compass Bank in the application and in related correspondence and has evaluated the record in light of the factors set forth in the FDI Act and the Federal Reserve Act. These commitments are deemed to be conditions imposed in writing in connection with the findings and decision herein and, as such, may be enforced in proceedings under applicable law.

This transaction may not be consummated before the fifteenth calendar day following the date of this letter, or later than three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Atlanta. In connection with these provisions, advice of the fact of consummation of this transaction should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in cursive script, reading "Jennifer J. Johnson".

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Atlanta
Department of Justice
Federal Deposit Insurance Corporation
Alabama Superintendent of Banks

Exhibit 3

Approval of Alabama Department of Banking



**STATE OF ALABAMA
STATE BANKING DEPARTMENT**

August 12, 1997



Ms. M. Leah Hudson
Balch & Bingham
Post Office Box 306
Birmingham, Alabama 35201

Re: Merger of Compass Bank, a Florida State Bank located in Jacksonville, Florida with and into Compass Bank, an Alabama State Bank located in Birmingham, Alabama

Dear Ms. Hudson:

Enclosed are the documents you will need to complete the merger of Compass Bank, a Florida state bank located in Jacksonville, Florida and Compass Bank, an Alabama state bank located in Birmingham, Alabama, with the resulting bank being Compass Bank, Birmingham, Alabama. The Certificate of Approval reflects that the surviving bank will operate under the Articles of Incorporation of Compass Bank, Birmingham, Alabama and under the title of Compass Bank.

The merger shall become effective upon the filing of the Certificate of Approval and Articles of Merger with the Secretary of State. Please provide this office with proof of the recording. A copy of the recorded Certificate of Approval will suffice for this purpose.

Sincerely,

Scott Corscadden
General Counsel

Enclosure

SC/sc

cc: Wayne C. Curtis, Superintendent of Banks
Art Simon, Director, Division of Banking - State of Florida
Trabo Reed, Deputy Superintendent
Dan Wilson
Federal Deposit Insurance Corporation
Federal Reserve Bank of Atlanta

SUPERINTENDENT OF BANKS
STATE OF ALABAMA
MONTGOMERY, ALABAMA

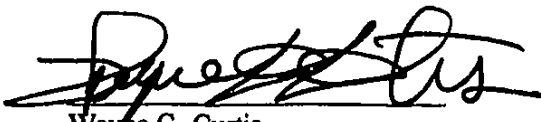
CERTIFICATE OF APPROVAL

WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, showing all requisite legal actions have been taken by Compass Bank, a Florida state bank located in Jacksonville, Florida, and Compass Bank, an Alabama state bank located in Birmingham, Alabama, in accordance with the Alabama Interstate and International Banking Act of 1995, to merge those two banks in accordance with their Plan of Merger dated July 21, 1997, the continuing bank to operate under the Articles of Incorporation of Compass Bank, Birmingham, Alabama and title of Compass Bank; said merger is to become effective upon the filing of this Certificate of Approval and Articles of Merger with the Secretary of State of Alabama.

NOW, THEREFORE, IT IS HEREBY FOUND AND IT IS HEREBY CERTIFIED that the merger is approved in all respects on the 12th day of August, 1997.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the Superintendent of Banks on the 12th day of August, 1997.




Wayne C. Curtis
Superintendent of Banks