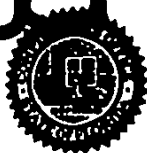


P94000094203

Inter-Office
Communication



Comptroller of Florida
Division of Banking

DATE: January 13, 1997

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: Bruce Ricca, Licensing and Chartering BR

SUBJ: Merger of Enterprise National Bank with and into
Compass Bank, and under the title Compass Bank

Please file the attached "Articles and Plan of Merger" for the above-referenced institutions, using the close of business on January 14, 1997, as the effective date.

Please make the following distribution of certified copies:

400002063494--1
-01/21/97--01065--001
****227.50 ****227.50

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
Fletcher Building, 6th Floor
- (2) One copy to: Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Post Office Box 1731
Atlanta, Georgia 30303-1731
- (3) One copy to: Ms. Suzanne Ashe
Balch & Bingham
Post Office Box 2554
Birmingham, Alabama 35201

FILED
97 JAN 13 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 414-8066.

EFFECTIVE DATE

BR:mergeart

1-14-97

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District I

FILING 70.00
R. AGENT
CERT. COPY 157.50
CUS
OVERPAYMENT
TOTAL 227.50

LFT
1-15-97

P94000094203

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENTERPRISE NATIONAL BANK, a national bank (not qualified in Florida)

INTO

COMPASS BANK, a Florida corporation, P94000094203

File date: January 13, 1997, effective January 14, 1997

Corporate Specialist: Louise Flemming-Jackson



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

FILED
97 JAN 13 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on November 4, 1996, to merge
Enterprise National Bank, Jacksonville, Duval County, Florida,
and Compass Bank, Jacksonville, Duval County, Florida, and being
satisfied that the conditions of my approval have been met, I
hereby approve for filing with the Department of State, the
attached "Articles and Plan of Merger", which contains the
Articles of Incorporation of Compass Bank (the resulting bank),
so that effective at the close of business on January 14TH,
1997, they shall read as stated herein.

Signed on this 10TH day
of January, 1997.

Robert F. Milligan
Comptroller

**CERTIFICATE AND REPORT
OF INSPECTOR OF ELECTION
FOR
ENTERPRISE NATIONAL BANK
SPECIAL MEETING OF SHAREHOLDERS
DECEMBER 13, 1996**

The undersigned duly appointed Inspector of Election of the Special Meeting of Shareholders of Enterprise National Bank ("ENB") does hereby certify that:

1. A Special Meeting of Shareholders ("Special Meeting") of ENB was held at ENB's main office, 4190 Belfort Road, Jacksonville, Florida on December 13, 1996 at 10:00 a.m., Local Time.

2. There were 827,308 votes entitled to be cast at the Special Meeting, of which 550,988 represents the required two-thirds vote to approve the Merger.

3. The undersigned inspected the signed proxies and ballots used at the Special Meeting and found the same to be in proper form. The following is a record of the votes cast as to the propositions, presented:

PROPOSAL I. To approve, ratify, confirm and adopt an Agreement and Plan of Merger dated as of July 31, 1996, by and among Compass Bancshares, Inc., Compass Bank, and ENB (the "Merger Agreement"), pursuant to which ENB will be merged with and into a wholly owned subsidiary of Compass Bancshares, Inc.

FOR	AGAINST	ABSTAIN
<u>622,418</u>	<u>637</u>	<u>2,400</u>

Accordingly, Proposal I has received a favorable vote of the required two-thirds vote of the eligible outstanding shares to be cast at the Special Meeting and is hereby duly adopted by the shareholders of ENB.

IN WITNESS WHEREOF, the undersigned executed and acknowledged this Certificate
on the 13th day of December, 1996.

Inspector of Election

Signed

W. Robinson Frazier, III

Print or type name

STATE OF FLORIDA)
COUNTY OF DUVAL)

On the 13th day of December, 1996, before me personally appeared W. Robinson Frazier, III, who is personally known to me and who executed the above Certificate and acknowledged to me that the same was duly executed.



JANET D. LOTT
My Commission CC341855
Expires Jan. 13, 1998
Bonded by HAI
800-422-1555

Janet D. Lott
Notary Public

Janet D. Lott

Name Typed or Printed

Commission Number: CC341855

(SEAL)

**ENTERPRISE NATIONAL BANK
JACKSONVILLE, FLORIDA**

OATH OF INSPECTOR OF ELECTION

The undersigned Inspector of Election, having been appointed to act at the Special Meeting of Shareholders ("Special Meeting") of Enterprise National Bank, held this 13th day of December, 1996, do solemnly swear that I will fairly and to the best of my abilities perform my duties in connection with the matters to come before the Special Meeting and all other matters required of me. Furthermore, I will faithfully and with strict impartiality examine and pass upon the validity of the proxies submitted to the Board of Directors as Enterprise National Bank's Proxy Committee, canvas the votes cast at such Special Meeting in person or by proxy, and truthfully and accurately report the results thereof.

Inspector of Election

W. Robinson Frazier, III
Signed

W. Robinson Frazier, III

Print or type name

Sworn to and subscribed before me this 13th day of December, 1996, by W. Robinson Frazier, III, personally known to me.



JANET D. LOTT
My Commission CC341855
Expires Jan. 13, 1998
Bonded by HAI
800-422-1655

Janet D. Lott
Notary Public

Janet D. Lott
Name Typed or Printed
Commission Number: CC 341855
Expires: 1-13-98

(SEAL)

WAIVER OF NOTICE AND ACTION BY
WRITTEN CONSENT OF THE SOLE SHAREHOLDER

97 JUN 19 11 16:29

Acting by written consent, the undersigned, constituting the sole shareholder of Compass Bank (the "Bank"), pursuant to applicable law and its Bylaws, hereby waives all notice and publication of notice and any meeting of shareholders or action hereby taken and adopts the following resolutions:

RESOLVED, that it is desirable and in the Bank's best interest to merge with (the "Merger") Enterprise National Bank of Jacksonville, Jacksonville, Florida ("ENB") under the charter of the Bank and with the Bank surviving;

RESOLVED, that the Agreement and Plan of Merger dated as of July 31, 1996 ("Merger Agreement") by and among Compass Bancshares, Inc., the Bank and ENB, and the draft Plan of Merger between the Bank and ENB in the form attached with such changes as deemed appropriate by an officer of the Bank (the "Plan"), which shall effect the foregoing resolution, are both hereby approved, ratified, made and adopted;

RESOLVED, that the Bank's directors and its officers, or any of them, are authorized and directed to enter into and execute any and all agreements, documents and instruments, and amendments thereto, to publish all notices, and to make all filings and recordings with the applicable regulatory and governmental authorities including the Florida Department of Banking and Finance, the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve System, and other appropriate regulatory authorities, and to obtain all approvals which are necessary, appropriate or expedient to promptly effect the foregoing, the Merger, the Merger Agreement and the Plan, and to expend such monies and take such other actions as are necessary, appropriate or expedient to the foregoing;

RESOLVED, that the officers of the Bank are authorized to designate counsel to represent it in any proceedings before any regulatory agencies;

RESOLVED, that any other appropriate regulatory agencies are authorized to enter the premises of the Bank for purposes of examining the Bank;

RESOLVED, that all actions, agreements, documents and instruments heretofore executed by the Bank's directors and officers with respect to the Merger Agreement, the Plan, and the Merger are hereby ratified and approved in each and every respect; and

RESOLVED FURTHER, that these resolutions shall be filed with the minutes of the proceedings of the sole shareholder of the Bank and shall have the same force and effect as if adopted at a duly called and held meeting of the sole shareholder.

Dated as of August 12, 1996.

COMPASS BANCSHARES, INC.

By: [Signature]
Its: Chief Financial Officer

EFFECTIVE DATE

RECEIVED 1-14-97

FILED

97 JAN 13 PM 4:29

97 JAN 13 PM 2:31

RECEIVED

ARTICLES AND PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES AND PLAN OF MERGER ("Plan of Merger") are made and entered into as of September 30, 1996, by and among Compass Bank, 76 South Laura Street, Jacksonville, Florida 32202 ("Compass Bank") and Enterprise National Bank of Jacksonville, 4190 Belfort Road, Jacksonville, Florida 32216-7851 ("Bank") in order to provide for the merger (the "Merger") of the Bank with and into Compass Bank.

PREAMBLE:

Compass Bank is a Florida banking corporation and a member of the Federal Reserve System, with its principal office in Jacksonville, Florida. Compass Bank is a wholly owned subsidiary of Compass Bancshares, Inc. ("Compass"), a bank holding company duly organized under the laws of the State of Delaware, with its principal office in Birmingham, Alabama. The Bank is a national banking association with its principal office in Jacksonville, Florida.

Compass, Compass Bank and the Bank entered into an Agreement and Plan of Merger dated July 31, 1996 (the "Merger Agreement"), providing for all the terms of the Merger of the Bank with and into Compass Bank.

The Merger Agreement, and this Plan of Merger providing for the Merger pursuant to Section 658.42, Florida Statutes, have been approved by a majority of the entire respective Boards of Directors of Compass Bank, the Bank and Compass and these Boards of Directors have authorized their execution and consummation.

In consideration of the premises and of the covenants contained in this Plan of Merger and the Merger Agreement, Compass Bank and the Bank hereby make, adopt and approve the Plan of Merger and prescribe the terms and conditions of the Merger, along with the mode, manner and basis of carrying the Merger into effect, as follows:

1. The Merger.

1.1 Resulting Bank. Upon the terms and subject to the conditions hereof, and in accordance with the Florida Statutes, the National Bank Act, the Bank Holding Company Act of 1956, as amended (the "Act") and other applicable law, the Bank shall be merged with and into Compass Bank as soon as practicable following the satisfaction or waiver, if permissible, of the conditions set forth in Sections 5 and 6 hereof. Following the Merger, Compass Bank shall continue as the resulting bank (the "Resulting Bank") under the name "Compass Bank," and the separate corporate existence of the Bank shall cease.

1.2 Effective Time. The Merger shall not be effective unless and until it is approved by the shareholders of each institution and all applicable federal and state regulatory

agencies, and the Boards of Directors of the respective institutions shall not have withdrawn their approvals. The Merger shall be consummated by the issuance of a certificate of merger pursuant to Section 658.45, Florida Statutes as of the close of business on January 14, 1997 (the time of such issuance being the "Effective Time").

1.3 Effects of the Merger. The Merger shall have the effects set forth in Section 658.45, Florida Statutes, the National Bank Act, codified at 12 U.S.C. Section 214b, and other applicable laws and regulations.

1.4 Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of Compass Bank, in each case as in effect at the Effective Time, shall be the Articles of Incorporation and By-Laws of the Resulting Bank. The Articles of Incorporation of the Resulting Bank is attached hereto as Exhibit 1.

1.5 Directors and Officers. The directors and officers of Compass Bank, at the Effective Time, shall be the directors and officers of the Resulting Bank and will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and By-Laws of the Resulting Bank, or as otherwise provided by law.

There shall be six directors of the Resulting Bank. The name, residence address and term of the directors of the Resulting Bank shall be as follows:

<u>Name</u>	<u>Residence Address</u>
Byrd Williams	7613 Gunston Place Birmingham, Alabama 35242
David N. Wright	7100 Old Overton Club Drive Vestavia Hills, Alabama 35242
Nelson Johnson	4321 Whiteleaf Court Pensacola, Florida 32504
William H. Tinsley	215 Natures Trail Court Fort Walton Beach, Florida 32548
Charles Allcott III	3309 Whiteleaf Circle Pensacola, Florida 32504
Bennett Brown	3007 Forest Circle Jacksonville, Florida 32257

The directors of the Resulting Bank will be elected annually and shall serve until the next election of directors, or until their successors are elected and qualified.

The names and addresses of executive officers of the Resulting Bank are as follows:

Williams, Byrd	President, Chief Executive Officer, and Chairman of the Board of Directors
Tinsley, William H.	City President for the Northwest Florida Region Director
White, Robert E.	Vice-Chairman
Brown, Bennett	City President - Jacksonville, Director
Hammel, William J.	Commercial Loan Manager II
Bellamy, R. Alan	Senior Vice President Senior Loan Administrator
Allcott, Charles	City President for Pensacola Region, Director
Wright, David N.	Senior Vice President and Regional Executive, Director
Johnson, Nelson	Director
Powell, Jerry W.	Secretary
Graves, Daniel B.	Assistant Secretary
Hegel, Garrett R.	Treasurer
Bishop, Thomas E.	Compliance Officer
Bean, Michael A.	Controller

1.6 Office Location. The home office of the Resulting Bank shall be 76 South Laura Street, Jacksonville, Florida 32202. A list of the branches of the Resulting Bank is attached as Schedule 1.6.

1.7 Savings Accounts. The Resulting Bank shall issue savings accounts on the same basis as Compass Bank issued savings accounts prior to the Merger.

1.8 Liquidation Accounts. The Merger will have no effect on the liquidation account of Compass Bank.

2. Capitalization of the Continuing Bank.

2.1 Conversion of Shares. At the Effective Time, the common stock of the Bank shall, *ipso facto*, and without any further action on the part of the Bank, Compass Bank or

any other party, no longer represent capital stock of the Bank, and the outstanding certificates representing shares of the Bank's capital stock shall be converted into and represent the right to the Merger Consideration as defined in the Merger Agreement which is attached hereto as Exhibit A and incorporated herein by reference.

2.2 Common Stock. At the Effective Time, the Resulting Bank shall have authorized capital stock of Ten Thousand Dollars (\$10,000.00) divided into ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, of which One Thousand (1,000) shares are issued to Compass, and the Resulting Bank shall have surplus and retained earnings equal to the capital accounts of Compass Bank and the Bank immediately prior to the Effective Time. All such amounts of surplus and retained earnings shall be adjusted for normal earnings and expenses, and for any accounting adjustments relating to the Merger provided for herein.

3. Trust Powers. The Resulting Bank shall not have trust powers.

4. Approval. This Plan of Merger has been approved by the affirmative vote of Compass, the sole shareholder of Compass Bank, and the affirmative vote of the shareholders of the Bank (See Exhibit 2), in accordance with the applicable provisions of law and the Articles of Incorporation, Articles of Association and By-Laws of the respective institutions. Compass Bank and the Bank shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other actions, 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, any approvals of the Florida Department of Banking and Finance ("Department"), the Federal Reserve Board ("FRB"), the Federal Deposit Insurance Corporation ("FDIC"), the Office of the Comptroller of the Currency ("OCC") and any other federal or state governmental agency which may be required.

5. Conditions to Consummation of the Merger. The parties hereto agree that the closing of the Merger is expressly conditioned upon (i) the approval of the shareholders of each of the constituent banks and of the Department, the FRB and any other federal or state governmental agency which may be required and (ii) the satisfaction of all the terms and conditions contained in the Merger Agreement.

6. Closing. Upon the terms and subject to the conditions hereof, including the provisions of Section 5 hereof, as soon as practicable after the obtaining of all necessary shareholder and regulatory approvals, and the satisfaction of all conditions and requirements to closing of this Plan of Merger, Compass Bank and the Bank shall take all actions as may be required by law to make the Merger effective. Prior to the filing referred to in this Section, a closing will be held as described in the Merger Agreement for the purpose of confirming all of the foregoing. See Exhibit 2.

7. **Amendment.** Compass Bank and the Bank, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify and supplement this Plan of Merger in such manner as may be mutually agreed upon by them in writing.


8. **Counterparts.** This Plan of Merger 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.

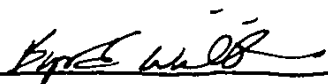
9. **Binding Effect; Governing Law.** This Plan of Merger shall be binding upon and inure to the benefit of the successors and assigns of each party hereto, and shall be governed by and construed in accordance with the Florida Statutes, the National Bank Act, the Act, and all other applicable laws and regulations.

IN WITNESS WHEREOF, Compass Bank and the Bank have caused this Plan of Merger 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.

ATTEST:

COMPASS BANK

By: 
Its: Assistant Secretary

By: 
Its: Chairman and President

[CORPORATE SEAL]

ATTEST:

ENTERPRISE NATIONAL BANK OF
JACKSONVILLE

By: _____
Its: _____

By: _____
Its: President and Chief Executive Officer

[CORPORATE SEAL]

7. **Amendment.** Compass Bank and the Bank, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify and supplement this Plan of Merger in such manner as may be mutually agreed upon by them in writing.

8. **Counterparts.** This Plan of Merger 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.

9. **Binding Effect; Governing Law.** This Plan of Merger shall be binding upon and inure to the benefit of the successors and assigns of each party hereto, and shall be governed by and construed in accordance with the Florida Statutes, the National Bank Act, the Act, and all other applicable laws and regulations.

IN WITNESS WHEREOF, Compass Bank and the Bank have caused this Plan of Merger 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.

ATTEST:

COMPASS BANK

By: _____
Its: _____

By: _____
Its: _____

[CORPORATE SEAL]

ATTEST:

ENTERPRISE NATIONAL BANK OF
JACKSONVILLE

By: W. D. Ferguson
Its: Corporate Secretary

By: Bennett Brewer
Its: President and Chief Executive
Officer

[CORPORATE SEAL]

Schedule 1.6
Resulting Bank Offices

Compass Bank

Main
76 South Laura Street
Jacksonville, Florida 32202

North Davis
6701 North Davis Highway
Pensacola, Florida 32504

Mariner Mall
4395 West Fairfield Drive
Pensacola, Florida 32505

Gulf Breeze
1170 Gulf Breeze Parkway
Gulf Breeze, Florida 32561

Ensley
8890 Pensacola Boulevard
Pensacola, Florida 32534

Cordova Mall
5055 Bayou Boulevard
Pensacola, Florida 32503

Destin
230 Main Street
Destin, Florida 32541

Niceville
1130 East John Sims Parkway
Niceville, Florida 32578

Crestview
728 Feron Boulevard, North
Crestview, Florida 32536

Racetrack
206 Racetrack Road N.W.
Fort Walton Beach, Florida 32547

Argyle
8430 Blanding Boulevard
Jacksonville, Florida 32244

Mandarin
9550 San Jose Boulevard
Jacksonville, Florida 32257

Jacksonville Beach
2300 South Third Street
Jacksonville Beach, Florida 32250

Deerwood
8730 Baymeadows Road
Jacksonville, Florida 32256

Clay Plaza
1339 Blanding Boulevard, Suite E
Orange Park, Florida 32065

Fort Caroline
3560 University Boulevard North
Jacksonville, Florida 32277

Fernandina Beach
1742 Eighth Street South
Fernandina Beach, Florida 32034

Park Avenue
2183 Park Avenue
Orange Park, Florida 32073

Main
1695 U.S. Highway 1 South
Saint Augustine, Florida 32084

Middleburg
2380 Blanding Boulevard
Middleburg, Florida 32068

Mary Esther
429 Mary Esther Cutoff
Fort Walton Beach, Florida 32548

Main
198 Eglin Parkway, N.E.
Fort Walton Beach, Florida 32548

Southside Office
3740 Beach Boulevard
Jacksonville, FL 32207

Mandarin Office
10304 San Jose Boulevard
Jacksonville, FL 32257

Ponte Vedra (Sawgrass)
226-8 Solana Road
Ponte Vedra Beach, FL 32082

Spring Hill Office
8550 Forest Oaks Boulevard
Spring Hill, FL 34608

Seven Hills Office
401 Mariner Boulevard
Spring Hill, FL 34608

Enterprise National Bank of Jacksonville

Main Office
1190 Belfort Road
Jacksonville, Florida 32216

1 Independent Square
Jacksonville, Florida 32202

5992 St. Augustine Road
Jacksonville, Florida

Edgewood
1090 South Edgewood Avenue
Jacksonville, Florida 32205

Anastasia Island
1965 State Road #3
Saint Augustine, Florida 32084

Regency Office
299 Monument Road
Jacksonville, FL 32225

Baymeadows Office
9559 Baymeadows Road
Jacksonville, FL 32256

Orange Park Office
536 Blanding Boulevard
Orange Park, FL 32073

Northside Office
10865 Harts Road
Jacksonville, FL 32218

Exhibit 1

ARTICLES OF INCORPORATION OF
COMPASS BANK

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Compass Bank, and its initial place of business shall be at 76 South Laura Street, in the City of Jacksonville, in the county of Duval and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers, and management of banking corporations, all to the fullest extent and with all rights, powers and privileges granted and conferred under Florida law.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be ten thousand. Such shares shall be of a single class and shall have a par value of 1.00 per share. The corporation shall begin business with at least \$1,000 in paid-in common capital stock to be

divided into one thousand shares. The amount and surplus with which the corporation will begin business shall be not less than \$60,753,000.00 and the amount of undivided profits not less than \$196,000.00 all of which (capital stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the directors of the corporation are:

<u>Name</u>	<u>Residence Address</u>
Byrd Williams	7613 Gunston Place Birmingham, Alabama 35242
David N. Wright	7100 Old Overton Club Drive Vestavia Hills, Alabama 35242
Nelson Johnson	4321 Whiteleaf Court Pensacola, Florida 32504
William H. Tinsley	215 Natures Trail Court Fort Walton Beach, Florida 32548
Charles Allcott III	3309 Whiteleaf Circle Pensacola, Florida 32504
Bennett Brown	3007 Forest Circle Jacksonville, Florida 32257

Exhibit 2

1. The effective time of the Merger shall be at the close of business on January 14, 1997.
2. The Merger was approved by shareholders of Enterprise National Bank of Jacksonville on December 13, 1996. Compass Bank's shareholder approval is not required by virtue of Section 607.1103(7), Florida Statutes. Compass Bank's Board of Directors approved the Merger on August 29, 1996.