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DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002063362--2
-01/21/97--01044--011
*****70.00 *****70.00

Regions Merge Subsidiary, Inc.

Profit Auto. of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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1-21

CR2E031 (1-89)

D. BROWN JAN 21 1997

ARTICLES OF INCORPORATION
OF
REGIONS MERGER SUBSIDIARY, INC.

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(1) The name of the Corporation is:

REGIONS MERGER SUBSIDIARY, INC.

(2) The street address of the principal office of the Corporation is 417 North 20th Street, Birmingham, Alabama, 35203, which is also the mailing address of the principal office of the Corporation.

(3) The period of duration of the Corporation shall be perpetual.

(4) The Corporation shall have one class of stock which is common stock. The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of said shares to be common stock, par value \$1.00 per share. Shareholders of the Corporation shall have no pre-emptive rights.

(5) The location and street address of the initial registered office, and the name of the initial registered agent of the Corporation at such address is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324.

(6) The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles C. Pinckney	417 North 20th Street Birmingham, Alabama 35203

(7) The number of directors constituting the initial board of directors is one and the name and address of the person who is

to serve as director until the first annual meeting of shareholders, or until his successor be elected and qualified is:

NAME

ADDRESS

Samuel E. Upchurch, Jr.

417 North 20th Street
Birmingham, Alabama 35203

(8) The purposes for which the Corporation is organized are:

(a) To engage in any or all business which may legally be conducted by a corporation owned by a bank holding company under the federal Bank Holding Act, and

(b) To include the transaction of any or all business for which corporations may be incorporated under the laws of the State of Florida.

(9) The Corporation shall indemnify its directors and officers to the fullest extent allowed by the Florida Business Corporation Act and the Bylaws of the Corporation.


Charles C. Pinckney
INCORPORATOR

VERIFICATION AND ACKNOWLEDGMENT

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, Pamela J. Dodd, a notary public, do hereby certify that on the 17th day of January, 1997, personally appeared before me, Charles C. Pinckney, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

[NOTARIAL SEAL]


Notary Public

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

DATE: 1/21/97

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary