



018152

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: June 30, 1999

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

FROM: John A. Pullen, Licensing and Chartering

SUBJECT: Merger of SunTrust Bank, Tallahassee, N.A. into SunTrust Bank, West Florida, Under the
Charter of SunTrust Bank, West Florida and with Title of "SunTrust Bank, Northwest Florida"

Please file the attached "Plan of Merger and Merger Agreement" (original and 2 copies) for the above-referenced institutions, using 12:01 AM, July 6, 1999, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Mail Code 4400
- (2) One copy to: Ms. Lillian C. Johnson
Corporate Officer
Legal and Regulatory Affairs
SunTrust Banks of Florida, Inc.
200 South Orange Avenue
Orlando, Florida 32801

400002920474--6
-07/01/99--01010--011
****127.50 ****127.50

Also attached is a \$127.50 check which represents payment of the applicable fees. If there is an underpayment, please contact Ms. Johnson at (407)237-4691. If there is an overpayment, please issue a refund to SunTrust Banks of Florida, Inc.

If you have any questions, please call me at 410-9527.

JAP:bms

Attachment

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

EFFECTIVE DATE
7-6-99

Merger + name change
KJ 7-1-99

FILED
99 JUN 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNTRUST BANK, TALLAHASSEE NATIONAL ASSOCIATION

INTO

SUNTRUST BANK, WEST FLORIDA which changed its name to

SUNTRUST BANK, NORTHWEST FLORIDA, a Florida corporation, 018152

File date: June 30, 1999, effective July 6, 1999

Corporate Specialist: Louise Flemming-Jackson



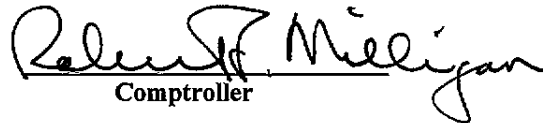
ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
99 JUN 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having given my approval on June 29, 1999, to merge SunTrust Bank, Tallahassee, National Association, Tallahassee, Leon County, Florida, and SunTrust Bank, West Florida, Pensacola, Escambia 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 "Agreement and Plan of Merger", which contains the Articles of Incorporation of SunTrust Bank, Northwest Florida (the resulting bank), so that effective on July 6, 1999, they shall read as stated herein.

Signed on this 25 day of June, 1999.


Comptroller

EFFECTIVE DATE

7-6-99

PLAN OF MERGER AND MERGER AGREEMENT

SunTrust Bank, Tallahassee, National Association

with and into

SunTrust Bank, West Florida

under the charter of

SunTrust Bank, West Florida

under the title of

SunTrust Bank, Northwest Florida

(Resulting Financial Institution)

FILED
99 JUN 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This AGREEMENT made between SunTrust Bank, Tallahassee, National Association (hereinafter referred to as "Tallahassee") a financial institution organized under the laws of the United States, with its main office located at 3522 Thomasville Road, County of Leon, Tallahassee in the State of Florida, 32308, with Branches as set forth in Exhibit A, with Total Capital Accounts of \$89,459,000, divided into 87,800 shares of Capital Stock, each with \$10 par value, Surplus of \$68,381,000, and Undivided Profits or Retained Earnings of \$20,200,000 as of March 31, 1999, and SunTrust Bank, West Florida (hereinafter referred to as "West Florida"), a financial institution organized under the laws of the State of Florida, with its main office located at 220 West Garden Street, Pensacola, County of Escambia, in the State of Florida, 32593, with branches as set forth as Exhibit A with Total Capital Accounts of \$52,100,000, divided into 6,000 shares of Capital Stock, each with \$100 par value, Surplus of \$16,882,000, and Undivided Profits of \$34,618,000 as of March 31, 1999, each acting pursuant to a resolution of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given in accordance with the provisions of Section 658.40 through 658.45, Florida Statutes, witnesseth as follows:

SECTION 1.

Tallahassee shall be merged with and into West Florida under the charter of West Florida.

SECTION 2.

The name of the Resulting Financial Institution shall be SunTrust Bank, Northwest Florida ("Northwest Florida"). The Resulting Financial Institution will exercise trust powers.

SECTION 3.

The business of the Resulting Financial Institution shall be that of a general commercial banking and trust business. The business shall be conducted by the Resulting Financial Institution at its main office which shall be located at 3522 Thomasville Road, Tallahassee, Florida 32308, and at each existing branch office as set forth in Exhibit 1.

SECTION 4.

The amount of Total Capital Accounts of the Resulting Financial Institution shall be \$141,559,000, divided into 6,000 shares of Capital Stock, each with \$100 par value, and at the time the merger shall become effective, the Resulting Financial Institution shall have a Surplus of \$86,141,000, and Undivided Profits or Retained Earnings, which when combined with the capital stock and surplus will equal to the combined total capital accounts of all of the merging or constituent financial institutions as stated in the preamble of this agreement, adjusted, however for normal earnings and expenses between April 1, 1999, and the effective time of the merger.

SECTION 5.

At the effective time of the merger, all the rights, privileges, immunities and franchises of the merging banks and all of their property, real, personal and mixed, and all the debts due on whatever account to either of them, as well as all other choses in action belonging to either of them, including appointments, designations and nominations and all other rights and interests in any fiduciary capacity, shall be transferred to and vested in the Resulting Financial Institution, without further act or deed, and all claims, demands, property and other interests shall be property of the Resulting Financial Institution, and the title to all real estate vested in either of the merging banks shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Resulting Financial Institution. The rights of creditors of either merging bank shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against such merging bank, or any stockholder, director or officer thereof, be released or impaired by the merger, but, except as otherwise provided in this Agreement, the Resulting Financial Institution shall be deemed to have assumed, and shall be liable for, all liabilities (including liabilities arising from the exercise of fiduciary powers) and obligations of each of the merging banks in the same manner and to the same extent as if the Resulting Financial Institution had itself incurred such liabilities or obligations. The stockholder, directors and officers of the merging financial institutions shall continue to be subject to all the liabilities, claims and demands existing against them as existed at or before the merger.

SECTION 6.

Tallahassee, shall contribute to the Resulting Financial Institution acceptable assets having a book value, over and above its liability to its creditors, of at least \$89,459,000, having an estimated fair value as shown on the books of the financial institution over and above its liability to its creditors, of at least \$89,459,000, or 100% of the estimated fair value of the excess acceptable assets, over and above liabilities to creditors, of the Resulting Financial Institution, adjusted, however, for normal earnings and expenses between March 31, 1999, and the effective time of the merger, and for allowance of cash payments, if any, permitted under this agreement.

At the effective time of the merger Northwest Florida shall have on hand acceptable assets having a book value of at least \$141,559,000, over and above its liability to its creditors, and having a fair value, over and above its liability to its creditors, of at least \$141,559,000, or 100% of the estimated fair value of excess acceptable assets, over and above liabilities to creditors, of the Resulting Financial Institution, adjusted, however, for normal earnings and expenses between March 31, 1999, and the effective time of the merger, and for allowance of cash payments, if any, permitted under this agreement.

SECTION 7.

Of the capital stock of the Resulting Financial Institution, the presently outstanding 6,000 shares of capital stock of West Florida each of \$100 par value, shall remain outstanding as 6,000 shares of the Resulting Financial Institution, each of \$100 par value, and the holders thereof shall retain their present rights therein; and all of the shares of common stock of Tallahassee issued and outstanding as of the effective time of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled.

SECTION 8.

Neither of the financial institutions shall declare or pay any dividend to its shareholders between the date of this agreement and the time at which the merger shall become effective, nor dispose of any of its assets in any other manner except in the normal course of business and for adequate value.

SECTION 9.

The following named persons shall serve as the Board of Directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified.

David B. Ramsay, III

SunTrust Bank, Tallahassee, N.A.
P. O. Box 3926, Suite 504
Tallahassee, FL 32315-3926
Telephone: 850-907-5185

Dr. Richard J. Chichetti

Chichetti & Torgerson, DMD
1305 Thomaswood Drive
Tallahassee, FL 32312
Telephone: 850-386-2400

Johnny Blue Craig

Craig Commercial Realty
7026 Duck Cove Road
Tallahassee, FL 32312
Telephone: 850-668-3333

Dr. Jack E. Crow

Florida State University
1800 East Paul Dirac Drive
Tallahassee, FL 32310
Telephone: 850-644-0311

John W. Manor	SunTrust Bank, Tallahassee, N.A. P. O. Box 550 Marianna, FL 32447-0550 Telephone: 850-526-2100
Robert D. Mendelson	Novey, Mendelson & Adamson, P.A. 851 East Park Avenue Tallahassee, FL 32301 Telephone: 850-224-2000
R. Bartow Rainey	Delta Realty 223 John Knox Road Tallahassee, FL 32303 Telephone: 850-385-8145
J. Kenneth Stafford	SunTrust Bank, Tallahassee, N.A. P. O. Box 3926 Tallahassee, FL 32315-3926 Telephone: 850-907-5183
H. Monty Weigel	SunTrust Bank, West Florida P. O. Box 510 Pensacola, FL 32593 Telephone: 850-435-1208
Jimmy O. Williams	SunTrust Banks of Florida, Inc. P. O. Box 2848 Orlando, FL 32802 Telephone: 407-237-6924
Roy C. Young	Young, van Assenderp & Varnadoe, P.A. 225 South Adams Street Tallahassee, FL 32301 Telephone: 850-222-7206
Gerald L. Brown	Emmanuel, Sheppard & Condon 30 South Spring Street Pensacola, FL 32501 Telephone: 850-433-6581

Stephen J. Farrell	Farrell Realty & Insurance Agency P. O. Box 250 Lynn Haven, FL 32444 Telephone: 850-265-2181
Ronald E. Jackson	Saltmarsh, Cleaveland & Gund 900 N. 12 th Avenue Pensacola, FL 32501 Telephone: 850-435-8300
Harvey P. Mathis	Doctor of Optometry 826 Harrison Avenue Panama City, FL 32401 Telephone: 850-769-1404
J. R. Moody, III	Florida Asphalt Paving Company P. O. Box 1310 Panama City, FL 32402 Telephone: 850-785-6139
Grover C. Robinson, III	Grover Robinson & Associates, Inc. 2268 LaVista Avenue Pensacola, FL 32504 Telephone: 850-433-8261
Richard H. Sherrill	Sherrill Appraisal Company P. O. Box 1671 Pensacola, FL 32597 Telephone: 850-432-9827
Ronnie M. Weathersby	Clerk of Circuit Court P. O. Box 2269 Panama City, FL 32402 Telephone: 850-747-5129
Jarl T. Young	Gulf Power Company 1 Energy Place Pensacola, FL 32520-0231 Telephone: 850-444-6428

The executive officers of the Resulting Financial Institution immediately after the effective time of the merger shall be:

<u>Name</u>	<u>Title</u>	<u>Address</u>
David Ramsay	Chairman & CEO	3522 Thomasville Road Tallahassee, FL 32308
H. Monty Weigel	President	220 W. Garden Street Pensacola, FL 32593
J. Kenneth Stafford	Group Executive Leon & Gadsden County	3522 Thomasville Road Tallahassee, FL 32308
John W. Manor	Group Executive Jackson & Bay County	P. O. Box 550 Marianna, FL 32447
P. Lloyd Paul, III	Executive Vice President	220 W. Garden Street Pensacola, FL 32593

SECTION 10.

This agreement may be terminated by the unilateral action of the Board of Directors of any constituent financial institution prior to the approval of the stockholders of the said constituent financial institution or by the mutual consent of the Board of all constituent financial institutions after the shareholders of the constituent financial institution have ratified this agreement and approved the merger. Since time is of the essence to this agreement, if for any reason the transaction shall not have been consummated by September 1, 1999, this agreement shall terminate automatically as of that date unless extended in writing prior to said date by mutual action of the Boards of Directors of the constituent financial institutions.

SECTION 11.

This agreement shall be ratified and confirmed by the affirmative vote of the shareholders of each of the financial institutions owning at least a majority of its capital stock outstanding, at a meeting to be held on the call of the Directors or as otherwise provided by the bylaws, and the merger shall become effective at the time specified in a Certificate to be issued by the Comptroller of Florida, pursuant to 658.45, Florida Statutes, under the seal of his office, approving the merger.

SECTION 12.

This agreement is also subject to the following terms and conditions:

- (a) The Florida Department of Banking and Finance shall have approved this Agreement to Merge and shall have issued all other necessary authorizations and approvals for the merger, including a Certificate of Merger.
- (b) The appropriate federal regulatory agency(ies) shall have approved the merger and shall have issued all other necessary authorizations and approvals for the merger, and any statutory waiting period shall have expired.

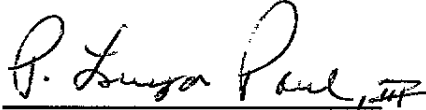
SECTION 13.

Effective as of the time this merger shall become effective as specified in the "Certificate of Merger" to be issued by the Comptroller of Florida, the Articles of Incorporation of the Resulting Financial Institution shall read as set forth in Exhibit 2:

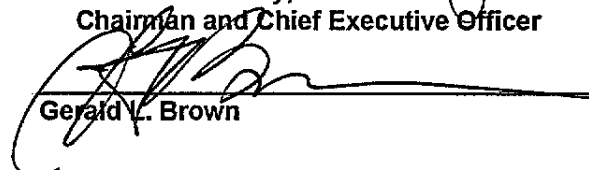
WITNESS the signatures and seals of said constituent financial institutions this 29th day of April, 1999, each hereunto set by its Chairman & CEO and attested by its Corporate Secretary, pursuant to a resolution of its Board of Directors, acting by a majority thereof, and witness the signatures hereto of a majority of each of said Boards of Directors.

Attest:

SunTrust Bank, West Florida


Cashier / Secretary

By 
David B. Ramsay, III
Chairman and Chief Executive Officer

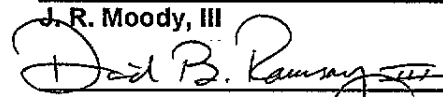
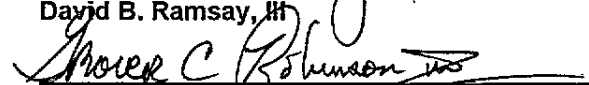

Gerald L. Brown

Stephen J. Farrell

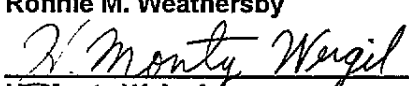
Ronald E. Jackson

(Seal of Financial
Institution)

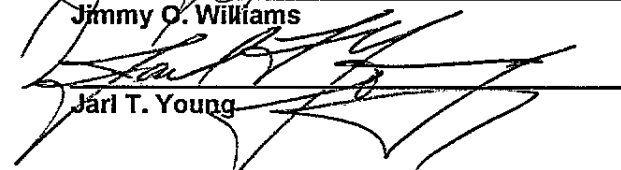
Harvey P. Mathis

J. R. Moody, III

David B. Ramsay, III

Grover C. Robinson, III

Richard H. Sherrill

Ronnie M. Weathersby

H. Monty Weigel


Jimmy O. Williams


Jarl T. Young

Directors of SunTrust Bank, West Florida

Attest:

SunTrust Bank, West Florida

By

David B. Ramsay, III
Chairman and Chief Executive Officer

Cashier / Secretary

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Jarl T. Young

Directors of SunTrust Bank, West Florida

Attest:

Kathleen A. Scott
Cashier / Secretary

SunTrust Bank, Tallahassee, N.A.

By David B. Ramsay III
David B. Ramsay, III
Chairman and Chief Executive Officer

Richard J. Chichetti
Dr. Richard J. Chichetti

Johnny Blue Craig
Johnny Blue Craig

Dr. Jack E. Crow

(Seal of Financial
Institution)

John W. Manor

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H. Monty Weigel

Jimmy O. Williams
Jimmy O. Williams

Roy C. Young
Roy C. Young

Directors of SunTrust Bank, Tallahassee, N.A.

Attest:

SunTrust Bank, Tallahassee, N.A.

By

David B. Ramsay, III
Chairman and Chief Executive Officer

Kathleen A. Scott
(Cashier / Secretary)

Dr. Richard J. Chichetti

Johnny Blue Craig

Jack E. Crow
Dr. Jack E. Crow

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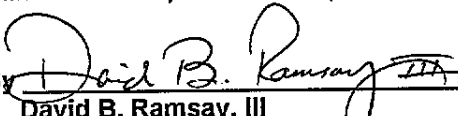
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Roy C. Young

Directors of SunTrust Bank, Tallahassee, N.A.

Attest:

SunTrust Bank, Tallahassee, N.A.

By 
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Chairman and Chief Executive Officer

Cashier / Secretary

Dr. Richard J. Chichetti

Johnny Blue Craig

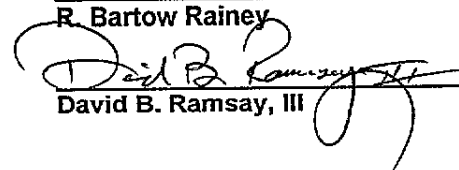
Dr. Jack E. Crow

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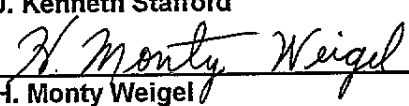
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J. Kenneth Stafford


H. Monty Weigel

Jimmy O. Williams

Roy C. Young

Directors of SunTrust Bank, Tallahassee, N.A.

BRANCHES OF SUNTRUST BANK, NORTHWEST FLORIDA**Opening Date****ESCAMBIA COUNTY**

Cordova, 4400 Bayou Boulevard, Pensacola 32503 10/85
 Head Office, 220 West Garden Street, Pensacola 32501 03/55
 North Pensacola, 6700 Davis Road North, Pensacola 32504 08/79
 Warrington, (Drive-Ins), 500 Navy Boulevard, Warrington 32507 08/81

SANTA ROSA COUNTY

Gulf Breeze, 11 Hoffman Drive, Gulf Breeze 32561 01/60
 Milton, 600 Stewart Street, Milton 32570 02/34
 Tiger Point, 3301 Gulf Breeze Parkway, Gulf Breeze 32561 04/85

WALTON COUNTY

DeFuniak Springs, 1104 Highway 331 South, DeFuniak Springs 32433 12/81

BAY COUNTY

23rd Street, 511 West 23rd Street, Panama City 32405 04/90
 Callaway-Parker, 5705 East Cherry Street, Callaway 32401 11/79
 Lynn Haven, 700 Florida Avenue, Lynn Haven 32444 05/74
 Panama City Beach, 10520 Middle Beach Road, Panama City 32401 11/79
 Panama City, 638 Harrison Avenue, Panama City 32401 12/32

OKALOOSA COUNTY

Destin, 34901 Emerald Coast Parkway, Destin 32541 04/98
 Ft. Walton Beach, 99 Racetrack Road, Ft. Walton Beach 32547 06/97

LEON COUNTY

Betton Hills, 2051 Thomasville Road, Tallahassee 32312 12/71
 Bradfordville, 6779 Thomasville Road, Tallahassee 32312 05/96
 Downtown Tallahassee, 215 South Monroe Street, Tallahassee 32301 10/86
 FSU Campus, South Woodward Avenue, Tallahassee 32306 04/96
 Head Office, 3522 Thomasville Road, Tallahassee 32308 03/82
 Hospital, 1401 Miccosukee Road, Tallahassee 32308 05/75
 Parkway, 2727 Apalachee Parkway, Tallahassee 32301 02/75

JACKSON COUNTY

Crossroads, 4695 Lafayette Street, Marianna 32446 02/91
 Cottondale, (In-Store) 609 Highway 231 south, Cottondale 32431 02/84
 Jefferson Street, 3003 Jefferson Street, Marianna 32446 07/78
 Marianna Downtown, 4425 Lafayette Street, Marianna 32446 01/04

GADSDEN COUNTY

Chattahoochee, 124 West Washington Street, Chattahoochee 32324 07/07

SUNTRUST BANK, NORTHWEST FLORIDA

ARTICLES OF INCORPORATION

FIRST. The title of the corporation shall be SunTrust Bank, Northwest Florida.

SECOND. The main office of the corporation shall be at 3522 Thomasville Road, in the City of Tallahassee in the County of Leon, State of Florida. The general business of the corporation shall be conducted at its main office and its branches.

THIRD. The general nature of the business to be transacted by the corporation shall be: That of a general banking business with all the rights, powers and privileges granted, conferred or permitted by the banking laws of the State of Florida and other applicable laws regulating or otherwise applicable to the organization, rights, powers, privileges or management of banking corporations created and existing under and by the virtue of the laws of the State of Florida, including, but not limited to, the right and power to exercise trust and other fiduciary powers and privileges and conduct a general trust business.

FOURTH. The amount of authorized capital of the corporation shall be \$600,000, divided into 6,000 shares of common stock of the par value of \$100 each.

FIFTH. No holder of any of the shares of the capital stock of any class of the corporation shall have any preemptive or preferential right to subscribe to or acquire any unissued or other shares of any class of stock of the corporation, whether now or thereafter authorized, or to subscribe to or acquire any obligations or securities of the corporation convertible into or carrying a right to subscribe to or acquire, any shares of stock of the corporation.

SIXTH. The term for which the corporation shall exist shall be perpetual.

SEVENTH. Section 1. The business and affairs of the corporation shall be managed and conducted by its Board of Directors which shall consist of not less than five directors, and by its officers. Nominations of directors shall be made, and elections of directors shall be held, according to such lawful rules, regulations or requirements as may be prescribed by or pursuant to the bylaws and applicable regulations of the Florida Department of Banking and Finance.

Section 2. Annual meetings of the shareholders shall be held in the State of Florida at the location of such office of the corporation as shall be designated in accordance with applicable provisions of the bylaws; provided, however, that with the written approval of the Florida Department of Banking and Finance, meetings of the shareholders may be held at any other location designated pursuant to applicable provisions of the bylaws, on the day of each year specified therein, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the Board of Directors.

Section 3. The Board of Directors shall elect one of its members President of the corporation, who shall be Chairman of the Board unless the Board of Directors elects another director to be the Chairman. The Board of Directors shall have the power also to elect one or more Vice Presidents; and to elect a Cashier, and such other officers and employees as may be required to transact the business of the corporation.

Section 4. The Board of Directors shall have the power to define the duties of the officers, employees and agents of the corporation; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the corporation shall be made but subject to the approval, when required, of the Florida Department of Banking and Finance; to manage and administer the business and affairs of the corporation; to make all bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors of a banking corporation existing under the laws of the State of Florida to do and perform.

EIGHTH. If all the issued and outstanding shares of the corporation are owned and held by a single shareholder, any action required by these Articles of Incorporation, the bylaws of the corporation, or by applicable law or rule or regulation to be taken at any annual or special meeting of shareholders, may be taken without a meeting, without notice and without vote if a consent in writing, setting forth the action so taken, shall be signed by the single holder of all the issued and outstanding shares of the corporation, and such written consent shall be the equivalent of, and shall constitute, action taken by vote of all the shares of stock of the corporation entitled to vote, at a meeting of shareholders of the corporation, duly called and held pursuant to due and proper notice, and at which a proper quorum is present.

NINTH. The bylaws of the corporation and subject to the written approval of the Florida Department of Banking and Finance, these Articles of Incorporation, may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the corporation unless the vote of the holders of a greater amount of stock is required by law, and in that case, by the vote of the holders of such greater amount.

TENTH. **Section 1. Indemnified Parties; Reliance.** Every person and the heirs and personal representatives of such person who is or was a director, officer or employee of the corporation, or of any other entity in which he served as such at the written request of the corporation, may be indemnified against liability incurred in connection with such proceeding, including any appeal thereof, in which he is or was a party thereof, by reason of the fact that he is or was a director, officer or employee of the corporation or such other entity, or by reason of any action taken or omitted by him in his capacity as such director, officer, or employee, whether or not he continues to be such at the time such liability shall have been incurred. Each person who shall act or has acted as a director, officer or employee of the corporation, or of any other entity referred to in this Section, shall be deemed to be doing so or have done so in reliance upon the right of indemnification provided for in this Tenth Article.

Section 2. Indemnification As of Right. Every person (and the heirs and personal representatives of such person) referred to in Section 1 of this Article Tenth who has been wholly successful on the merits with respect to any proceeding described in Section 1 of this Article or in defense of any claim, issue, or matter therein, shall be entitled to indemnification as of right.

Section 3. Indemnification Based on Review. Except as provided in Section 2 of this Article Tenth, any indemnification under this Article Tenth shall be made:

 (A) In the case of a proceeding (other than by, or in the right of, the corporation) to procure a judgment in its favor, only if the Board of Directors or the Executive Committee of such board, acting by quorum consisting of directors who are not parties to such proceeding, shall find, or independent legal counsel (who may be the regular outside legal counsel of the corporation) shall render an opinion, or the shareholder by affirmative vote of a majority of the shares entitled to vote thereon shall determine, that the director, officer or employee acted in good faith in what he reasonably believed to be the best interests of the corporation or such other entity, as the case may be, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful; or

 (B) In the case of a proceeding by or in the right of the corporation to procure a judgment in its favor, only if the Board of Directors or the Executive Committee of such board, acting by a quorum consisting of directors who are not parties to such proceeding shall find, or independent legal counsel (who may be the regular outside legal counsel of the corporation) shall render an opinion, or the shareholders by the affirmative vote of the majority of the shares entitled to vote thereon shall determine, that the director, officer or employee acted in good faith in what he reasonably believed to be the best interests of the corporation or such other entity, as the case may be; provided, however, that no indemnification under this Subsection (B) shall be made with regard to any claim, issue or matter as to which such director, officer or employee shall have been adjudged to be liable only to the extent that the court in which

such proceeding was brought or any other court of competent jurisdiction shall determine that, despite the adjudication of liability but in view of all the circumstances of the case, such director, officer or employee is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

For the purpose of Subsection (A) only, the termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in such subsection.

For the purpose of Subsection (B) only, the corporation may advance amounts paid in settlement which, in the opinion of the Board of Directors or the Executive Committee of such board, do not exceed the estimated expense of litigating the proceeding to a conclusion.

Notwithstanding the above, no indemnification under this Section 3 shall be made in the case of an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties against a director, officer or employee of the corporation.

Section 4. Advances. Expenses incurred by a director or officer with respect to any proceeding of the character described in this Article Tenth may be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless it shall be ultimately determined that he is entitled to indemnification under this Tenth Article. Expenses incurred by other employees may be advanced by the corporation upon such terms as the Board of Directors deems appropriate. Any advancement of expenses under this Article Tenth shall be made in accordance with Florida Statutes §607.0850 or any successor law or laws.

Section 5. Indemnification Not Exclusive. The rights of indemnification provided in this Article Tenth shall be in addition to any rights to which any such director, officer, employee or other person may otherwise be entitled by contract or as a matter of law. Any indemnification under this Article Tenth shall be made in accordance with Chapter 607 of the Florida Statutes or any successor law or laws.

Section 6. Insurance. The corporation may purchase insurance to indemnify its directors, officers and employees to the maximum extent permitted by the laws of the State of Florida.

Section 7. Definition. For purposes of this Article Tenth, the terms -- "expenses", "liability", "proceeding" and "not opposed to the best interest of the Corporation" -- shall have the same meaning as set forth in Florida Statutes §607.0850 (11) or any successor law or laws.

ELEVENTH. Section 1. No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of his fiduciary duty as a director, provided that this provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the Florida Statutes and related regulations or any successor law or laws.

 Section 2. Any repeal or modification of Article Eleventh, Section 1 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

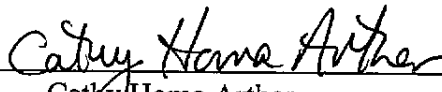
Attachment # _____

CERTIFICATION

I, Cathy Homa Arther, as Assistant Corporate Secretary of SunTrust Bank, West Florida, a state banking corporation, hereby certify that the attached is a true and correct copy of certain resolutions adopted by the sole shareholder by written consent as of the 30th day of April, 1999, and that such resolutions have not been rescinded or modified.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of SunTrust Bank, West Florida as of June 2, 1999.

SEAL


Cathy Homa Arther
Assistant Corporate Secretary

CONSENT
OF
SOLE SHAREHOLDER
OF
SUNTRUST BANK, WEST FLORIDA

The undersigned, being the Sole Shareholder of SunTrust Bank, West Florida, a banking corporation organized under the laws of the State of Florida (the "Corporation"), by signing hereunder, does hereby consent without a meeting to the adoption of the following actions, which shall reflect actions taken as at a special meeting of the Shareholder, pursuant to Section 658.44 of the Florida Banking Code:

1. The Plan of Merger and Merger Agreement of the Corporation and SunTrust Bank, Tallahassee, National Association ("Tallahassee") presented to the Shareholder (the "Plan"), has been fully read and considered.
2. The Shareholder of the Corporation hereby acknowledges receipt of written notice that it is entitled to assert dissenter's rights pursuant to Section 658.44 of the Florida Banking Code.
3. Adoption of the following resolutions:

WHEREAS, it would be in the best interest of the Corporation to effectuate a merger with Tallahassee in accordance with the terms of the Plan;

WHEREAS, in connection with the merger, the Corporation will change its name to "SunTrust Bank, Northwest Florida" and relocate its main office from Pensacola to Tallahassee and will restate its Articles of Incorporation;

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation that a merger with Tallahassee occur, upon substantially the terms and conditions set out in the Plan;

RESOLVED, that the Shareholder hereby approves and authorizes such Plan in substantially the form and upon substantially the terms and conditions set out in the document presented to the Shareholder;

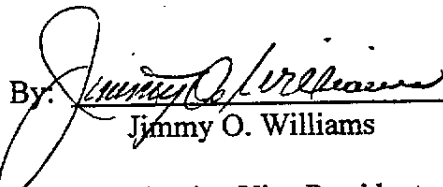
FURTHER RESOLVED, that the Shareholder hereby approves the restatement of the Corporation's Articles of Incorporation to change the name of the Corporation to "SunTrust Bank, Northwest Florida" and to relocate its main office from Pensacola to Tallahassee;

BE IT FURTHER RESOLVED, that the Officers of the Corporation be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered all such agreements, undertakings and documents, as each such Officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions, including the entering into the Plan in substantially the form as presented to the Shareholder, with such changes therein as such Officers shall approve, such execution to be conclusive evidence of such approval, and such other documents as may be appropriate to accomplish the Plan herein contemplated, and the filing of any regulatory applications with the Department of Banking and Finance, Tallahassee, Florida and the Federal Deposit Insurance Corporation, Atlanta.

This consent shall have the same force and effect as the vote of the Shareholder in favor of the above actions at a meeting duly convened.

Consented to as of the 30th day of April 1999.

SUNTRUST BANKS OF FLORIDA, INC.

By: 
Jimmy O. Williams
Its: Executive Vice President

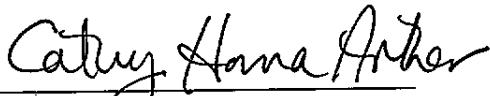
Attachment # _____

CERTIFICATION

I, Cathy Homa Arther, as Assistant Corporate Secretary of SunTrust Bank, Tallahassee, N.A., a national banking association, hereby certify that the attached is a true and correct copy of certain resolutions adopted by the sole shareholder by written consent as of the 30th day of April, 1999, and that such resolutions have not been rescinded or modified.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of SunTrust Bank, Tallahassee, N.A. as of June 2, 1999.

SEAL



Cathy Homa Arther
Assistant Corporate Secretary

CONSENT
OF
SOLE SHAREHOLDER
OF
SUNTRUST BANK, TALLAHASSEE, NATIONAL ASSOCIATION

The undersigned, being the Sole Shareholder of SunTrust Bank, Tallahassee, National Association, a banking association organized under the laws of the United States (the "Association"), by signing hereunder, does hereby consent without a meeting to the adoption of the following actions, which shall reflect actions taken as at a special meeting of the Shareholder, pursuant to Section 658.44 of the Florida Banking Code:

1. The Plan of Merger and Merger Agreement of the Association and SunTrust Bank, West Florida ("West Florida") presented to the Shareholder (the "Plan"), has been fully read and considered.
2. The Shareholder of the Association hereby specially waives publication notice concerning its meeting to approve said Plan, pursuant to Title 12, Section 214(a) of the United States Code.
3. The Shareholder of the Association hereby acknowledges receipt of written notice that it is entitled to assert dissenter's rights pursuant to Section 658.44 of the Florida Banking Code and to Title 12, Section 214(a) of the United States Code.
4. Adoption of the following resolutions:

WHEREAS, it would be in the best interest of the Association to effectuate a merger with West Florida accordance with the terms of the Plan;

WHEREAS, the Directors of the Association have determined that it is in the best interest of the Association that a merger with West Florida occur, upon substantially the terms and conditions set out in the Plan;

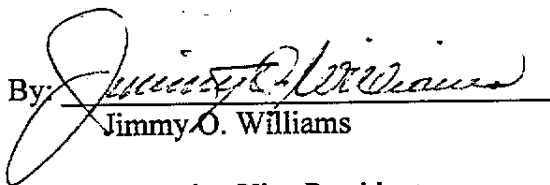
RESOLVED, that the Shareholder hereby approves and authorizes such Plan in substantially the form and upon substantially the terms and conditions set out in the document presented to the Shareholder;

FURTHER RESOLVED, that the Officers of the Association be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered all such agreements, undertakings and documents, as each such Officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions, including the entering into the Plan in substantially the form as presented to the Shareholder, with such changes therein as such Officers shall approve, such execution to be conclusive evidence of such approval, and such other documents as may be appropriate to accomplish the Plan herein contemplated, and the filing of any regulatory applications with the Department of Banking and Finance, Tallahassee, Florida and the Federal Deposit Insurance Corporation, Atlanta.

This consent shall have the same force and effect as the vote of the Shareholder in favor of the above actions at a meeting duly convened.

Consented to as of the 30th day of April 1999.

SUNTRUST BANKS OF FLORIDA, INC.

By: 

Jimmy O. Williams

Title: Executive Vice President