

373008

Office of Thrift Supervision
Department of the Treasury



No. 373008 Filed for record at
9/14/95 M. SEP 19 1995
Recorded: Book 1045 Page 10
CONVEYANCE Records, Claiborne Parish, La.
Margaret [Signature]
By: Mark D. C., Claiborne Parish, La.

I certify that annexed hereto are true copies of documents described below made from records of the Office of Thrift Supervision, Department of the Treasury, successor to the Federal Home Loan Bank Board. Said records are in the official custody of the Regional Records Branch, and are maintained in its offices at Atlanta, Georgia.

373008

Certification regarding the conversion of Secor Bank, FSB, Birmingham, Alabama to a commercial bank, Regions Bank of Louisiana, and regarding the relocation of the institution's home office.



Signed in Atlanta, Georgia, and the Seal of the Office of Thrift Supervision affixed, this 14th day of September, 1995

Karen Bruton

Karen Bruton, Regional Counsel

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12-1-94
09-19-95



Office of Thrift Supervision
Department of the Treasury

Southeast Region

1475 Peachtree Street, N.E., Atlanta, GA 30309 • Telephone: (404) 888-0771
P.O. Box 105217, Atlanta, GA 30348-5217 • Fax: (404) 892-8128

September 14, 1995

THIS IS TO CERTIFY that Secor Bank, Federal Savings Bank, Birmingham, Alabama, converted to a commercial bank, Regions Bank of Louisiana, effective December 1, 1994. On that same date, the institution's home office was relocated to Baton Rouge, Louisiana.

Jean Rankin
Jean Rankin
Applications Manager
Office of Thrift Supervision

STATE OF GEORGIA

COUNTY OF DeKalb, to-wit: The foregoing instrument was acknowledged before me this 14th day of September 1995, by Jean Rankin, Applications Manager of the Office of Thrift Supervision on behalf of the Office of Thrift Supervision.

Carol R. Reap
Notary Public - Carol R. Reap

Notary Public, DeKalb County, Georgia
My Commission Expires June 29, 1999

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373008

NON-CERTIFIED COPY

115 9173
FILED BY [unclear]
CLERK OF COURSE
QUARTER [unclear] LA

SEP 18 2 50 PM '95

BY CAROLYN J. LAWS
DY

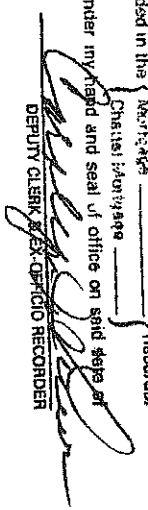
10:55P

STATE OF LOUISIANA }
PARISH OF OUACHITA }

I hereby certify this to be a full and true copy of an original instrument filed in my office on the date and hour and under the Registry Number stamped hereon to

be recorded in the { Mortgage _____
Conveyance _____
Chattel Mortgage _____
Records.

Given under my hand and seal of office on said date of filing.


DEPUTY CLERK & EX-OFFICIO RECORDER

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386090

UNITED STATES OF AMERICA
State of Louisiana

Joz McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

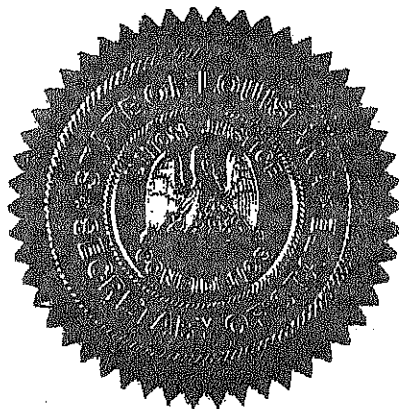
No. 386090 Filed for record at
10/00 A. M. JAN 21 1998
Recorded: Book 1147 Page 185
CONVEYANCE Records, Claiborne Parish, La.
Margaret A. Houlihan
Cly. Clerk D. C., Claiborne Parish, La.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

JAN 16 1998

Joz McKeithen

Secretary of State

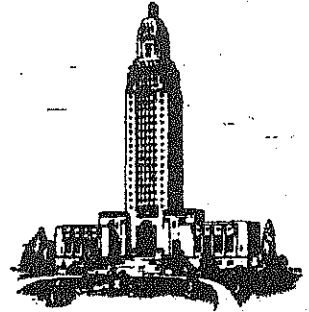


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NON-CERTIFIED COPY



STATE OF LOUISIANA
 OFFICE OF FINANCIAL INSTITUTIONS
 BATON ROUGE, LOUISIANA



CERTIFICATE OF MERGER

As Commissioner of Financial Institutions of the State of Louisiana, I do hereby certify that

a Plan of Merger and Combination whereby REGIONS BANK OF LOUISIANA, domiciled at Baton Rouge, East Baton Rouge Parish, Louisiana, is merged with and into

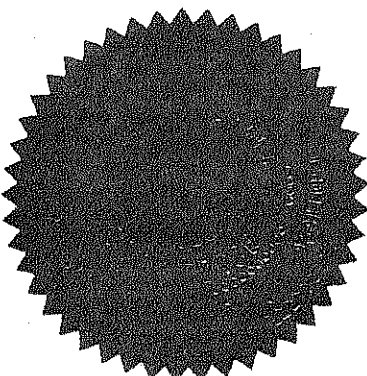
REGIONS BANK,

domiciled at Birmingham, Jefferson County, Alabama,

Signed by the Vice Chairman of Regions Bank and the President and Chief Executive Officer of Regions Bank of Louisiana, and attested to by the Secretary of Regions Bank and Assistant Secretary of Regions Bank of Louisiana on October 30, 1997,

was filed and recorded in this Office on January 12, 1998, with the merger becoming effective at 6:00 p.m. Central Standard Time on December 31, 1997.

By virtue of this Agreement, I further certify that REGIONS BANK OF LOUISIANA, domiciled at Baton Rouge, East Baton Rouge Parish, Louisiana, is no longer qualified to transact business in this State as of the effective date of the merger, 6:00 p.m. Central Standard Time, December 31, 1997.



In testimony whereof, I have hereunto set my hand and caused the seal of my Office to be affixed at the City of Baton Rouge on January 15, 1998.

Larry L. Murray
 Larry L. Murray

Commissioner of Financial Institutions

OFFICE OF FINANCIAL INSTITUTIONS
 STATE OF LOUISIANA

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CERTIFIED AND TRUE COPY

POST OFFICE BOX 94095, BATON ROUGE, LOUISIANA 70804-9495 (504) 925-4666
 DEPOSITORY & ADMINISTRATION - FAX # (504) 925-4666
 LEGAL, NON-DEPOSITORY & SECURITIES - FAX # (504) 925-4624
 web site: www.premier.net/la_ofi email: la_ofi@mail.premier.net

[Signature]

386090

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RECEIVED

JAN 1 2 1998

PLAN OF MERGER AND COMBINATION

OFFICE OF
FINANCIAL INSTITUTIONS
BATON ROUGE, LOUISIANA

THIS PLAN OF MERGER AND COMBINATION (this "Plan of Merger") is made and entered into effect as of October 30, 1997 by and between REGIONS BANK, a state bank organized and existing under the laws of the State of Alabama and a wholly owned subsidiary of Regions Financial Corporation ("Regions"), a corporation organized and existing under the laws of the State of Delaware, and REGIONS BANK OF LOUISIANA, ("Regions of Louisiana"), a state bank organized and existing under the laws of the state of Louisiana and a wholly owned subsidiary of Regions.

PREAMBLE

In consideration of the premises and of the covenants contained herein, and other good and valuable consideration, Regions Bank and Regions of Louisiana hereby make, adopt, and approve this Plan of Merger and prescribe the terms and conditions of this Plan of Merger and the mode and manner of effecting this Plan of Merger, as follows:

ARTICLE 1
TERMS OF MERGER

1.1 **Merger.** Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined herein), Regions of Louisiana shall be merged into and with Regions Bank (the "Merger") as authorized by, in accordance with, and with the effect provided in Sections 5-7A-1, 5-7A-2, 5-7A-3, 5-13B-22, 5-13B-23, 10-2B-11.01, 10-2B-11.03 and 10-2B-11.05 of the Code of Alabama 1975. Regions Bank shall be the Surviving Bank resulting from the Merger and shall be a wholly owned subsidiary of Regions and continue to be governed by the laws of the State of Alabama. The Merger shall be consummated pursuant to the terms of this Plan.

1.2 **Surviving Bank.** The business of the Surviving Bank from and after the Effective Time shall continue to be that of a state bank organized and existing under the laws of the State of Alabama. The business shall be conducted from its main office and at its legally established branches, which shall also include the main office and all branches, whether in operation or approved but unopened, at the Effective Time.

1.3 **Assumption of Rights.** At the Effective Time, the separate existence and corporate organization of Regions of Louisiana shall be merged into and continued in the Surviving Bank. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of Regions Bank and Regions of Louisiana; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses of action, and all and every other interest of or belonging to or due to each of Regions Bank and Regions of Louisiana shall be taken and deemed to be transferred to and vested in the Surviving Bank without further act or deed; and the title to any real estate, or any interest therein, vested in any of

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Mary [Signature]

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Regions Bank and Regions of Louisiana shall not revert or be in any way impaired by reason of the Merger. All rights, franchises, and interests of both Regions Bank and Regions of Louisiana in and to every type of property (real, personal, and mixed), and all choses in action of both Regions Bank and Regions of Louisiana shall be transferred to and vested in the Surviving Bank without any deed or other transfer. The Surviving Bank, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, 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, and committee of estates of incompetent persons, 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 either Regions Bank or Regions of Louisiana at the Effective Time.

1.4 Assumption of Liabilities. All liabilities and obligations of both Regions Bank and Regions of Louisiana of every kind and description shall be assumed by the Surviving Bank, and the Surviving Bank shall be bound thereby in the same manner and to the same extent that Regions Bank and Regions of Louisiana were so bound at the Effective Time.

1.5 Savings Accounts and Deposits. All savings accounts and deposits of Regions Bank and Regions of Louisiana shall be and continue to be savings accounts and deposits of the Surviving Bank, without change in their respective terms, maturity, minimum required balances or withdrawal value. As of the Effective Time, each savings account or deposit of Regions of Louisiana and Regions Bank shall be considered for interest purposes as a savings account or deposit of the Surviving Bank from the time said savings account or deposit was opened in Regions of Louisiana and Regions Bank and at all times thereafter until such account or deposit ceases to be a savings account or deposit of the Surviving Bank.

1.6 Liquidation Account. Any liquidation account of Regions of Louisiana shall be assumed by the Surviving Bank at the Effective Time.

1.7 Articles of Incorporation. The Articles of Incorporation of Regions Bank in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Bank until otherwise amended or repealed.

1.8 Bylaws. The Bylaws of Regions Bank in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Bank until otherwise amended or repealed.

1.9 Directors and Officers. The directors of Regions Bank in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Bank from and after the Effective Time in accordance with the Bylaws of the Surviving Bank. The officers of Regions Bank and of Regions of Louisiana in office immediately prior to the Effective Time, together with such additional persons as may thereafter be

elected, shall serve as the officers of the Surviving Bank from and after the Effective Time in accordance with the Bylaws of the Surviving Bank.

1.10 **Capital Stock.** At the Effective Time, Regions Bank shall have outstanding common stock of \$100,000, divided into 20,000 shares of \$5.00 par value, all of which shall be issued to Regions, and Regions Bank shall have surplus and retained earnings equal to such accounts 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 hereto.

ARTICLE 2 **MANNER OF CONVERTING SHARES**

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent corporations shall be converted as follows:

- (a) Each share of common stock of Regions Bank issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.
- (b) At the Effective Time, each issued and outstanding share of common stock of Regions of Louisiana shall be cancelled, and no consideration shall be delivered in exchange therefor.

ARTICLE 3 **EFFECTIVENESS**

3.1 **Conditions Precedent.** Consummation of the Merger and the other transactions contemplated hereunder is conditioned upon the approval of this Plan of Merger by the sole stockholders of Regions Bank and Regions of Louisiana, the Federal Deposit Insurance Corporation, and the Superintendent of Banks of the State of Alabama.

3.2 **Termination.** This Plan of Merger may be terminated at any time prior to the Effective Time by mutual consent of the Board of Directors of Regions Bank and the Board of Directors of Regions of Louisiana.

3.3 **Effectiveness.** The Merger and other transactions contemplated by this Plan of Merger shall become effective on the date and at the time the Articles of Merger reflecting the Merger shall become effective with the Secretary of State of the State of Alabama (the "Effective Time").

ARTICLE 4
AMENDMENT AND WAIVER

4.1 **Amendment.** This Plan of Merger may be amended at any time prior to the Effective Time by the parties hereto.

4.2 **Waiver.**

- (a) Prior to or at the Effective Time, Regions Bank, acting through its Board of Directors or other authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Regions of Louisiana, to waive or extend the time for the compliance or fulfillment by Regions of Louisiana of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Regions Bank under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless it is in writing and signed by a duly authorized officer of Regions Bank.
- (b) Prior to or at the Effective Time, Regions of Louisiana, acting through its Board of Directors or other authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Regions Bank, to waive or extend the time for the compliance or fulfillment by Regions Bank of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Regions of Louisiana under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless it is in writing and signed by a duly authorized officer of Regions of Louisiana.

ARTICLE 5
MISCELLANEOUS

5.1 **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

5.2 **Binding Effect; Governing Law.** This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors and assigns, and shall be governed by, and construed in accordance with, the laws of the State of Alabama.

IN WITNESS WHEREOF, Regions Bank and Regions Bank of Louisiana have caused this Plan of Merger to be executed by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

By: Jane Ellyson
Its: Secretary

REGIONS BANK

By: Richard H. DeLoach
Its: Vice Chairman

[BANK SEAL]

ATTEST:

By: Jane Ellyson
Its: Assistant Secretary

REGIONS BANK OF LOUISIANA

By: Carroll
Its: President and CEO

[BANK SEAL]