

ARTICLES OF ASSOCIATION
OF
NCNB NATIONAL BANK OF NORTH CAROLINA

FIRST. The title of this Association shall be "NCNB NATIONAL BANK OF NORTH CAROLINA."

SECOND. The main office shall be in Charlotte, Mecklenburg County, North Carolina. The general business of the Association shall be conducted at its main office and its legally established branches.

THIRD. The Board of Directors of this Association shall consist of not less than five (5) nor more than twenty-five (25) members, each of whom shall be either a shareholder of this Association or a shareholder of the company which controls this Association and each of whom shall own stock in an amount sufficient to satisfy applicable requirements of the national banking laws, regulations and rules in effect from time to time. At any meeting of the shareholders held for the purpose of electing Directors, or changing the number thereof, the number of Directors may be determined by a majority of the votes cast by the shareholders in person or by proxy. Between meetings of the shareholders, the Board of Directors may, by a vote of not less than a majority of the Board of Directors, increase the number of Directors by not more than two in any one calendar year, and elect a Director or Directors to fill the vacancy or vacancies thus created. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any Directors' meeting.

FOURTH. The regular annual meeting of the shareholders of this Association shall be held at its main banking house, or other convenient place duly authorized by the Board of Directors on such day of each year as is specified therefor in the Bylaws.

FIFTH. The amount of authorized capital stock of this Association shall be Eighty-Four Million, One Hundred Two Thousand, Three Hundred Ninety Dollars (\$84,102,390) divided into 8,410,239 shares of common stock of the par value per share of Ten Dollars (\$10.00) each; but said capital stock may be increased or decreased from time to time, in accordance with the provisions of the laws of the United States.

If the capital stock is increased by the sale of additional shares thereof, each shareholder shall be entitled to subscribe for such additional shares in proportion to the number of shares of said capital stock owned by him at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders'

Amended