

When and as authorized by the affirmative vote of the holders of two-thirds of the total number of shares of stock outstanding given at a stockholders' meeting duly called for that purpose, to convey all or substantially all of the property, rights, privileges and franchises of the surviving corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The surviving corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the laws of the State of South Carolina.

The directors of the surviving corporation shall have power, if the by-laws thereof so provide, to hold their meetings, and to have one or more offices within or without the State of South Carolina, and to keep the books of the surviving corporation (except such as are required by statute to be kept within the State) outside of the State of South Carolina at such place or places as may from time to time be designated by the board of directors.

NINTH: The right is reserved to the surviving corporation to amend, alter, change or repeal any provision of this agreement of merger which may be set forth in a declaration for charter, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders of the surviving corporation are granted subject to this reservation.

TENTH: When this agreement shall have been signed, acknowledged, filed and recorded as required by the provisions of Section 7757 of the Civil Code of the State of South Carolina, the separate existence of said ANGELA MACHINERY CORP., the corporate party of the second part, shall cease and it shall be merged into and become a part of said CARLY CORP., the corporate party of the first part, herein referred to as the surviving corporation, in accordance with this agreement, and the said surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the

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