

STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )  
  
STATE OF NORTH CAROLINA )  
COUNTY OF HENDERSON )

MERGER AGREEMENT OF

STAR THEATRES OF GREENVILLE, INC.  
STAR THEATRES OF CLEMSON, INC.  
PLAZA THEATRE, INC. AND  
STAR THEATRES OF HENDERSONVILLE, INC.

THIS AGREEMENT FOR MERGER, made and entered into this 10th day of September, 1958 by and on behalf of Star Theatres of Greenville, Inc., a corporation organized and existing under the laws of the State of South Carolina, with its principal place of business in the City of Greenville, County of Greenville, State of South Carolina, and Star Theatres of Clemson, Inc., a corporation organized and existing under the laws of the State of South Carolina, with its principal place of business in the City of Greenville, County of Greenville, State of South Carolina, and Plaza Theatre, Inc., a corporation organized and existing under the laws of the State of South Carolina, with its principal place of business in the City of Greenville, County of Greenville, State of South Carolina, and Star Theatres of Hendersonville, Inc., a corporation organized and existing under the laws of the State of North Carolina, with its principal place of business in the City of Greenville, County of Greenville, State of South Carolina,

WITNESSETH:

WHEREAS, Star Theatres of Greenville, Inc. was organized as a corporation under the laws of South Carolina on the 3rd day of March, 1947, with an authorized capital stock of \$140,000.00, represented by 1400 shares of common stock of the par value of \$100.00 per share, of which amount \$20,000.00 or 200 shares are now outstanding; and

WHEREAS, Star Theatres of Clemson, Inc. was organized as a corporation under the laws of South Carolina on the 3rd day of March, 1947, with an authorized capital of \$60,000.00, represented by 600 shares of common stock having a par value of \$100.00 per share, of which amount \$15,000.00 or 150 shares are now outstanding; and

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