

WHEREAS, the Boards of Directors of the Corporations deem it advisable that these Corporations merge and they have duly approved and authorized the form of this Agreement of Merger, and

WHEREAS, the laws of the State of South Carolina (Sections 12-451 through 12-466 of the 1952 Code of Laws of South Carolina) permit such a merger, and the Corporations desire to merge and consolidate pursuant to the applicable laws of the State of South Carolina;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Greenville and Union shall be and they hereby are merged into Spartan, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. NAME OF SURVIVING CORPORATION. The name of the surviving corporation shall, from and after the effective date of this merger, be Spartan Petroleum Company, Inc.

2. OFFICE OF SURVIVING CORPORATION. The principal office of the surviving corporation in South Carolina shall be located in the County of Spartanburg, State of South Carolina.

3. PURPOSES OF SURVIVING CORPORATION. The purposes of the surviving corporation shall be the purposes now set forth in the charters of Greenville, Union and Spartan, including the following:

- (a) To buy, sell, distribute and market petroleum products, wholesale and retail, such as gasoline, kerosene, lubricating oil, grease and other similar products;
- (b) To buy, sell, distribute and market burning oils, at wholesale and retail;
- (c) To buy, sell, distribute and market tires, batteries and other automotive equipment used on automobiles and trucks;
- (d) To build, rent, lease, operate, buy and sell bulk plants and service stations for the handling and sale of petroleum products;
- (e) To buy, sell, improve and lease real estate and petroleum dispensing equipment and other personal property;
- (f) To own, lease and operate trucks, vehicles and tank cars for the transportation of petroleum products, petroleum dispensing equipment,

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