

AGREEMENT OF MERGER

WHEREAS provision is made in the Code of Laws of South Carolina, 1952, Volume I, Title 12, for the merger of domestic and foreign corporations into a single corporation, subject to the provisions and procedures therein set forth, and

WHEREAS the undersigned Wooten Corporation is a corporation existing by virtue of and subject to the laws of the State of South Carolina; and the undersigned Wooten Corporation of Wilmington is a corporation existing by virtue of and subject to the laws of the State of South Carolina; and the undersigned Wooten Corporation of Delaware, Inc., is a corporation existing by virtue of and subject to the laws of the State of North Carolina, the laws of which State permit a merger of foreign and domestic corporations, and

WHEREAS it is the desire and intention of the said three corporations to merge into a single corporation, which shall be a constituent corporation, to wit, Wooten Corporation of Wilmington,

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that this Agreement of Merger, made and entered into by and between the undersigned constituent corporations, pursuant to Resolution of the Board of Directors of each of said corporations, for and in consideration of the mutual covenants and agreements herein set forth and in further consideration of the premises, is to WITNESSETH:

1. That this Agreement of Merger is approved by unanimous vote of the Board of Directors of each of the undersigned constituent corporations, duly assembled for said purpose at a call meeting, held at or about 1 p.m. on the 20th day of June, 1962, in the City of Camden, State of South Carolina, the entire membership of each of said Boards being present in person or by proxy.
2. That this Agreement of Merger authorized by the undersigned constituent corporations shall be adopted, approved, signed and acknowledged by each of said constituent corporations in accordance with the laws of the State of incorporation of the constituent corporations.

(CONTINUED ON NEXT PAGE)