

executed and delivered all deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises referred to in Paragraph 12 above and otherwise to carry out the intent and purposes of this Agreement.

14. At a meeting held on the 23<sup>rd</sup> day of April, 1963, the Board of Directors of General Mortgage adopted a resolution approving the foregoing Plan and Agreement of Merger.

15. The foregoing Plan and Agreement of Merger was likewise submitted to the stockholders of General Mortgage Company as provided by law and was adopted by unanimous vote of such stockholders, 25,000 shares of General Mortgage stock being present and voting in favor thereof, and none against.

16. At a meeting held on the 26<sup>th</sup> day of April, 1963, the Board of Directors of Cameron-Brown adopted a resolution approving the foregoing Plan and Agreement of Merger.

17. The foregoing Plan and Agreement of Merger was likewise submitted to the stockholders of Cameron-Brown as provided by law and was adopted by unanimous vote of the stockholders of such corporation, 107,400 shares of the Class A common stock and 449,800 shares of the Class B common stock being present and voting in favor thereof and none against.

18. The merger shall become effective as of the beginning of the business day on May 1, 1963, provided that these articles and Plan and Agreement of Merger set forth herein are filed with the Secretary of State of both North and South Carolina; and provided, further, that all of the statutory re-

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