

STATE OF SOUTH CAROLINA) MERGER AGREEMENT
COUNTY OF GREENVILLE)

THIS AGREEMENT entered into this 15th day of June, 1963 by and between the Directors of Carter Wholesale Company, Inc. and D. B. Carter Used Cars, Lot # 1, Inc. providing terms by which said corporations would merge. D. B. Carter Used Cars, Lot # 1, Inc. being the surviving corporation/ with an authorized capital stock of \$50,000.00 That the terms of the merger would be as follows: D. B. Carter Used Cars, Lot # 1, Inc. issue one share of its stock to D. B. Carter Used Cars, Lot # 4, Inc., six shares of its stock to D. B. Carter Used Cars, Lot # 2, Inc. and nineteen shares of its stock to D. B. Carter Used Cars, Lot # 3, Inc. in exchange for the stock owned by these corporations in Carter Wholesale Company, Inc.

WITNESS our hands and seals this 15th day of June, 1963.

Carter Wholesale Company, Inc.

William E. Carter
President and Director

Paul D. Carter
Director

Ray V. Carter
Director

Ray B. Carter
Director

D. B. Carter Used Cars, Lot # 1, Inc.

Paul D. Carter
President and Director

William E. Carter
Director

Ray V. Carter
Director

Ray B. Carter
Director

The above agreement was submitted to the stockholders of each corporation, after due notice pursuant to Section 12-453, Code of Laws of South Carolina, 1962, at a meeting called for that purpose on July 15, 1963. At the meeting the above agreement was read and all the stockholders of each corporation was present and the stockholders adopted said resolution.

Carter Wholesale Company, Inc.

Paul D. Carter
Secretary

D. B. Carter Used Cars, Lot # 1, Inc.

William E. Carter
Secretary

SWORN to before me this 15th day of July, 1963.

James S. James (SEAL)
Notary Public for South Carolina