

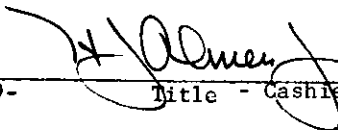
I, H. J. Almers, Jr., Cashier

of Southern Bank and Trust Company, do hereby certify that a special meeting of the stockholders of Southern Bank and Trust Company, Greenville, S. C., was duly held on the 14th day of July, 1965, at the main office of the Bank, 306 East North Street, Greenville, S. C., at 3:00 o'clock P. M.; that in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, printed notice of the special meeting of the stockholders held on July 15, 1965, was mailed to each stockholder more than twenty days prior to said meeting which notice contained the following: (a) the time, place, purpose of the meeting and that it was a combined special and annual meeting of the stockholders; (b) an outline of the material features of the plan of merger between the Southern Bank and Trust Company and Bank of Piedmont; (c) balance sheets and profit and loss statements of each Bank for the three years preceding the date of the meeting; and (d), prominently displayed clear and concise statement that shareholders dissenting to the plan of merger were entitled, upon compliance with Section 12-16.27 of the Code of Laws for South Carolina, 1962, as amended, to be paid the fair value of their shares. That pursuant to Section 12-19.4 of the Code of Laws for South Carolina, 1962, the aforementioned notice to stockholders also included a notice of a proposal to increase the authorized capital of the Bank from \$1,387,500.00 of common stock divided into 138,750 shares of the par value of \$10.00, to an authorized capital of \$1,547,500.00 of common stock divided into 154,750 shares of the par value of \$10.00. That at the time said meeting was held there were 138,750 shares of common stock issued and outstanding of Southern Bank and Trust Company and that 100,795 shares voted for the plan of merger and No shares voted against the plan of merger, and that 100,795 shares voted in favor of the resolutions to amend the Charter of the Bank and No shares voted against the resolutions to amend said Charter. That the merger became effective on the 31st day of July, 1965, in accordance with the terms of the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and affixed the seal of said corporation this 31st day of July, 1965.

(Corporate Seal)

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 Title - Cashier

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