

AGREEMENT AND PLAN OF MERGER

Agreement made as of this 1st day of January, 1971, between Woodfields, Inc., a corporation organized and existing under the laws of the State of South Carolina (Woodfields), and Sans Souci Housing, Inc., a corporation organized and existing under the laws of the State of South Carolina (Sans Souci).

WHEREAS, Woodfields is the owner of all of the outstanding shares of the capital stock of Sans Souci and the parties believe that it will be to the best interest of each corporation that Woodfields be merged into Sans Souci.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties hereto agree as follows:

1. Woodfields shall be merged into Sans Souci by the transfer to Sans Souci of all the assets of Woodfields, subject to all the liabilities and obligations of Woodfields which Sans Souci hereby assumes.
2. The name of the surviving corporation shall be Sans Souci Housing, Inc.
3. This merger shall be effective as of April 1, 1971.
4. The shareholders of Woodfields shall be entitled to receive one share of the capital stock of Sans Souci upon surrender of nine shares of the capital stock of Woodfields.
5. (a) The authorized capital stock of Woodfields is 1,000 shares, par value \$100.00 each. The issued and outstanding stock of Woodfields is owned as follows:

<u>Name</u>	<u>No. of Shares</u>
B. R. O'Neall	105
B. R. O'Neall, Jr.	70
Erlene O'Neall Coleman	45
Erlene O'Neall Coleman, as Custodian for Ellen Daniel Coleman	20

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