

Corporation.

1.6 Vacancies on Board of Directors or of Officers.

If, on the Effective Date, a vacancy shall exist on the Board of Directors or in any of the offices of the Surviving Corporation by reason of death, inability to act or any other reason, such vacancy may be filled in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Corporation.

II. NO ADDITIONAL SHARES TO BE ISSUED

2.1 Inasmuch as Extendicare, Inc., a Delaware corporation, owns One Hundred (100%) Percent of the issued and outstanding shares of the common stock of the Constituent Corporations, the merger shall be effected without additional shares of Extendicare/Greenville, Inc. being issued.

2.2 After the Effective Date of the merger, there will be only 50 shares of the common stock of Extendicare/Greenville, Inc. outstanding, 100% being owned directly by Extendicare, Inc., a Delaware corporation.

III. SHAREHOLDER APPROVALS; EFFECTIVE DATE; FILING DATE

3.1 Shareholder Approvals. After this Joint Agreement and Plan has been executed by each Constituent Corporation and by at least a majority of the directors of each Constituent Corporation, it shall be submitted to the sole shareholder of each Constituent Corporation for their adoption pursuant to Section 12-20.1-6 of the S. Carolina Model Business Corporation Act.

3.2 Filing After Approval. If the sole shareholder of the Constituent Corporations shall give its consent to the