

adoption of this Joint Agreement and Plan, either by written consent or by its proper adoption at a duly called and held meeting of such shareholder, those facts shall be certified on this Joint Agreement and Plan by the Assistant Secretary of each Constituent Corporation, and the Joint Agreement and Plan so adopted and certified shall be signed and acknowledged by the President or a Vice-President, and the Secretary or an Assistant Secretary, of each Constituent Corporation, under the seal thereof. Thereupon, this Joint Agreement and Plan so adopted, certified, signed and acknowledged shall be delivered to the Secretary of State of South Carolina, who, if this Joint Agreement and Plan has been properly signed and acknowledged, shall record it in his office; and a copy thereof, endorsed by the Secretary of State of South Carolina, with the fact and time of recording in his office, shall be filed with and recorded in the county in which any of the Constituent Corporations may have land, title to which will be transferred as a result of the merger.

3.3 Effective Date; Filing Date. The merger shall become effective upon the close of business August 31, 1971 (the "Effective Date"). Payment of all fees and charges shall be made in accordance with the requirements of the South Carolina Model Business Corporation Act. The Joint Agreement and Plan and the Articles of Merger shall be submitted for filing and/or recording on that date after the requisite approval by the shareholders of the Constituent Corporations. The "Filing Date"

(Continued on next page)