

5.

Upon the completion of the merger as aforesaid, each stockholder in FNB shall be entitled to three (3) shares of the new common stock of SOUTHERN, the surviving corporation, for each share of stock owned in FNB. Each holder of the common stock of FNB, upon surrender of the certificate(s) of the present shares of stock in FNB, properly endorsed with signature guaranteed, shall receive full shares in exchange therefor. When this Agreement is signed, acknowledged, approved by the stockholders of the merging corporations, the South Carolina Board of Bank Control, and the Federal Deposit Insurance Corporation, or any other banking regulatory authority as may have jurisdiction in this matter, and has been filed and recorded as provided by statute, each holder of shares in the constituent corporations, except such dissenting stockholders as qualify and duly seek an appraisal, shall thereupon become holders of shares of stock in the surviving corporation as held by such stockholders in the constituent corporations at the time of merger in the ratio provided above, and new certificates of stock evidencing such ownership will only be issued to the holders of stock of FNB.

6.

All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in action and property of every kind and description whatsoever, whether real, personal and/or mixed, belonging to SOUTHERN and FNB, respectively, shall be vested in and become the property of SOUTHERN, the surviving corporation, to have and to hold the same to the said surviving corporation, its successors and assigns, from the time such merger shall become effective, and forever thereafter, no further act, deed, conveyance or assurance being required in the premises.

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