

FILED
STATE OF SOUTH CAROLINA)
GREENVILLE CO. S. C.

COUNTY OF GREENVILLE

OLLIE FARNSWORTH
R. M. C.

SECRETARY OF STATE (A WHOLLY OWNED SUBSIDIARY)
FILED
 INTO REAL ESTATE FUND, INC.
 FEB 9 1972
 AM PM
 730-111-23156

MERGER AND CONSOLIDATION OF

GOLDEN STRIP SHOPPING CENTER INC.

(A WHOLLY OWNED SUBSIDIARY)

INTO REAL ESTATE FUND, INC.

This Merger and Consolidation Agreement made and entered

into by and between GOLDEN STRIP SHOPPING CENTER, INC.

(a South Carolina chartered corporation), by its duly authorized

officers, and REAL ESTATE FUND, INC. (a South Carolina chartered

corporation), by its duly authorized officers. Golden Strip

Shopping Center, Inc. is a wholly owned subsidiary of Real Estate

Fund, Inc.

I. CHARTER

That Golden Strip Shopping Center, Inc. is a duly authorized and chartered South Carolina corporation which was chartered by the Secretary of State of South Carolina on the 7th day of January 1959 and has remained in an active status since its inception. Said charter authorized 7,200 shares with a par value of \$10.00 each with 6,950 shares issued and outstanding.

II. CHARTER

That Real Estate Fund, Inc. is a duly authorized and chartered South Carolina corporation which was chartered by the Secretary of State of South Carolina on the 8th day of February 1960 and has remained in an active status since its inception.

III. SURVIVING CORPORATION

After the completion of this merger and consolidation, the surviving corporation shall be REAL ESTATE FUND, INC., a South Carolina Corporation, and its registered agent shall be Stewart H. Garrett of Weston Street, Fountain Inn, South Carolina, and the registered office shall be Southern Bank & Trust Co. Building, Weston Street, Fountain Inn, South Carolina.

(Continued on next page)

FEB 9 1972
 CERTIFIED TO BE A TRUE AND CORRECT COPY
 AS TAKEN FROM AND COMPARED WITH THE
 ORIGINAL ON FILE IN THIS OFFICE.

Stewart H. Garrett
 SECRETARY OF STATE OF SOUTH CAROLINA