

of the par value of Twenty-Five (\$25.00) Dollars per share, the principal place of business of said banking corporation being in Winnsboro, S. C.;

NOW, THEREFORE, by and on behalf of Southern Bank and Trust Company and Merchants and Planters Bank, it is hereby agreed that as soon as this Agreement of Merger shall have been ratified and approved by the shareholders of said constituent corporations representing a two-thirds majority of the outstanding shares of stock of each of said corporations respectively, as provided by Section 12-20.1, et seq. of the Code of Laws for South Carolina, and by the Federal Deposit Insurance Corporation and the South Carolina State Board of Bank Control, and this Agreement of Merger shall have been filed in the Office of the Secretary of State and a certified copy thereof shall have been filed for record in the Register of Mesne Conveyance Office for Greenville County, the said M&P, Winnsboro, S. C., subject to the terms hereof, shall be and become merged into Southern Bank and Trust Company pursuant to and in conformity with the statutes of the State of South Carolina thereto appertaining, and subject to the terms and provisions hereinafter set forth.

1.

The name of the Surviving Corporation shall be and the same hereby is Southern Bank and Trust Company.

2.

The principal place of business of said Surviving Corporation shall be at Greenville, in the County of Greenville, State of South Carolina, and the branches of the constituent corporations shall be located at Greenville, S. C. (five offices), Rock Hill, S. C. (two offices), Fountain Inn, S. C., Gray Court, S. C., Clover, S. C., Piedmont, S. C., Walhalla, S. C., Pelzer, S. C., West Pelzer, S. C., Williamston, S. C. (two offices), Gaffney, S. C. (two offices), Blacksburg, S. C., York, S. C., Easley, S. C., Laurens, S. C. (two offices), and Winnsboro, S. C., if the aforesaid merger with M&P is consummated.

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