

the unanimous vote of the holders of all of the shares of stock, the affirmative vote of two-thirds of said shares being required to adopt the Agreement and Plan of Merger.

IV.

On the date of submission of the Agreement and Plan of Merger to the shareholders of Jackson Telephone Company, there were 5,000 shares of common stock with a par value of \$10.00 per share outstanding and entitled to vote, and the Agreement and Plan of Merger was approved by the unanimous affirmative vote of the holders of all of the shares of stock. A vote of two-thirds of the holders of shares is required to adopt the Agreement and Plan of Merger.

V.

The date when the merger is to take effect is specified in the Agreement and Plan of Merger attached hereto as Exhibit 'A'.

HOME TELEPHONE COMPANY OF SIMPSONVILLE

(CORPORATE SEAL)

By: CR Rice  
President

Attest:

James M. King  
Secretary

ELLOREE TELEPHONE COMPANY

(CORPORATE SEAL)

By: CR Rice  
President

Attest:

James M. King  
Secretary

JACKSON TELEPHONE COMPANY

(CORPORATE SEAL)

By: CR Rice  
President

Attest:

James M. King  
Secretary