

merger shall execute such conveyances or documents or take such action.

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5. Effective Date. The effective date of this merger shall be the date when Articles of Merger is filed by the Secretary of State of the State of South Carolina and the State of Tennessee.

C. The surviving corporation, Central States, owns the total One Thousand Six Hundred Fifty-Five (1,655) shares of the common capital stock of Commodity, which is the only class of stock. The subsidiary corporation, Commodity, owns the total Five Hundred (500) shares of the common capital stock of Commerce, which is the only class of stock.

D. There are no other shareholders other than the surviving corporation which would require an agreement to pay dissenting shareholders pursuant to Section 12-20.7(d)(2)(B), Code of Laws of South Carolina.

E. The surviving corporation, Central States, agrees that it may be served with process in the State of South Carolina in any proceeding (1) to enforce any obligation of a domestic corporation subject to suit in the State of South Carolina and (2) to enforce the right of dissenting shareholders or any participating South Carolina corporation against the surviving foreign corporation.

F. Central States hereby irrevocably appoints the Secretary of State of the State of South Carolina as its agent to accept service of process in any proceeding mentioned in Item E of these Articles, copies of all of which shall be mailed to the surviving corporation, Central States, at 3799 New Getwell Road, Memphis, Tennessee.

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