

There shall be issued to the holders of shares of Tri-County Elevator, Inc., one (1) share of stock of the surviving corporation for every ten (10) shares of Tri-County Elevator, Inc. The shares of the surviving corporation to be so issued shall be shares of the par value of each as hereinafter provided.

4. The Articles of Incorporation and the By-laws of Wilson Feed & Seed Co., Inc., shall be the Articles of Incorporation and By-laws of the surviving corporation, except that the name of the corporation shall be changed to Willis and Wilson, Inc.

5. The Directors of the surviving corporation who shall hold office until their successors have been elected and have qualified are:

James C. Wilson, Jr., Route 1, Piedmont, South Carolina
Francis L. Willis, Box 14, Owens, South Carolina

6. The officers of the surviving corporation who shall hold office until their successors have been elected and have qualified are:

James C. Wilson, Jr. President and Treasurer
Francis L. Willis Vice President and Secretary

7. The surviving corporation shall possess all of the rights, privileges and properties of the constituent corporations and shall be subject to all of the restrictions, debts and liabilities of them.

8. The excess of the net worth of the surviving corporation over its stated capital shall be earned surplus.

FOURTH: As to each of said corporations the number of shares outstanding, being in each case of only one class and all entitled to vote on each plan, are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>	<u>Shares Entitled To Vote</u>
Tri-County Elevator, Inc.	1,000	1,000
Wilson Feed & Seed Co., Inc.	100	100

FIFTH: The total number of shares voted for and against such Plan by the stockholders of each corporation is as follows: