

PLAN AND AGREEMENT OF MERGER

between

BI-LO, INC.

(a South Carolina Corporation)

and

BI-LO, INC.

(a Delaware Corporation)

PLAN AND AGREEMENT OF MERGER, dated as of the 18th day of August, 1977 (hereinafter called this "Agreement"), by and between BI-LO, INC., a South Carolina corporation (hereinafter sometimes referred to as the "South Carolina Corporation"), and BI-LO, INC., a Delaware corporation (hereinafter sometimes referred to as the "Delaware Corporation"), said corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations";

WITNESSETH:

WHEREAS, the South Carolina Corporation is a corporation duly organized and existing under the laws of the State of South Carolina, having its registered office at Industrial Boulevard, P. O. Drawer 99, Town of Mauldin, County of Greenville, South Carolina; and

WHEREAS, the South Carolina Corporation has an authorized capital stock consisting of 3,360,000 shares of Common Stock, par value \$.33½ per share, of which 1,706,345 shares have been duly issued and are outstanding and 213,574 shares are held in the South Carolina Corporation's treasury at the date of this Agreement; and

WHEREAS, the Delaware Corporation is a corporation duly organized and existing under the laws of the State of Delaware, having its registered office at 306 South State Street, City of Dover, County of Kent, Delaware; and

WHEREAS, the Delaware Corporation has an authorized capital stock consisting of 3,360,000 shares of Common Stock, par value \$.33½ per share, of which 100 shares have been duly issued and are outstanding; and

WHEREAS, the respective Boards of Directors of the South Carolina Corporation and the Delaware Corporation have deemed it advisable to merge, and have approved the merger of, the South Carolina Corporation into the Delaware Corporation on the terms and conditions hereinafter set forth in accordance with the laws of the States of South Carolina and Delaware which permit such a merger and have recommended that the merger of the South Carolina Corporation with and into the Delaware Corporation (the "Merger") be approved, and that this Agreement be approved and adopted by the shareholders of the respective corporations;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and

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