

8. This Agreement of Merger may be terminated and abandoned by the Board of Directors of either party hereto at any time prior to filing Articles of Merger with either the Secretary of State of North Carolina or the Secretary of State of South Carolina. In the event of termination and abandonment of this Plan and Agreement of Merger as above provided by either party hereto, then to such party it shall be wholly void and of no effect and there shall be no liability on the part of such or any director, officer or stockholder of such party.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in counterparts by their duly authorized officers and their corporate seal to be hereunto affixed, all as of the day and year first above written.

ATTEST: NCNB MORTGAGE SOUTH, INC.

/s/ Deborah A. Henderson
Secretary

By /s/ James L. Starnes

ATTEST: NCNB MORTGAGE CORPORATION

/s/ Deborah A. Henderson
Secretary

By /s/ James L. Starnes

ARTICLE THREE

As to each corporation, the designation and number of outstanding shares of each class of capital stock are as follows:

<u>Name of Corporation</u>	<u>Class of Stock</u>	<u>No. of Shares Outstanding</u>
NCNB Mortgage Corporation	Capital Stock Par Value \$1.00 Per Share	631,314
NCNB Mortgage South, Inc.	Common Stock Par Value \$10.00 Per Share	23,000