

and the surviving company are wholly owned subsidiaries of Lowe's Companies, Inc., a North Carolina corporation. After the merger is accomplished, all of the outstanding shares of the Surviving Company shall be owned by Lowe's Companies, Inc. No new shares shall be issued to replace the cancelled shares of the Merging Companies.

3. Surrender of certificates of merging companies. Each holder of a certificate or certificates representing outstanding shares of a Merging Company shall surrender the same to that Company and each Merging Company shall thereupon deliver said certificate or certificates to the Surviving Company.

E. AMENDMENTS TO CHARTER.

The Charter of the Surviving Company is hereby amended by deleting Paragraph 1. of the Articles of Incorporation and substituting the following Paragraph 1:

"1. The name of the corporation shall be LOWE'S OF SOUTH CAROLINA, INC."

II. As to each corporation, the number of shares outstanding, the number and designation of the shares of any class or series entitled to vote as a class and the number of shares voted for and against the plan were:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class</u>	<u>Shares Voted FOR</u>	<u>Shares Voted AGAINST</u>
Lowe's of Charleston, Inc.	1,000	Common	1,000	
Lowe's of Greenville, Inc.	1,000	Common	1,000	
Lowe's of Anderson, Inc.	1,050	Common	1,050	
Lowe's of Columbia, Inc.	1,050	Common	1,050	
Lowe's of Manning, Inc.	1,000	Common	1,000	
Lowe's of Florence, Inc.	1,000	Common	1,000	
Lowe's of Spartanburg, Inc.	1,000	Common	1,000	
Lowe's of Aiken, Inc.	1,000	Common	1,000	
Lowe's of Easley, Inc.	1,000	Common	1,000	
Lowe's of Myrtle Beach, Inc.	1,000	Common	1,000	
Lowe's of Orangeburg, Inc.	1,000	Common	1,000	
Lowe's of Rock Hill, Inc.	1,000	Common	1,000	
Lowe's of Gaffney, Inc.	1,000	Common	1,000	
Lowe's of Laurens, Inc.	1,000	Common	1,000	
Lowe's of Sumter, Inc.	1,000	Common	1,000	

IN WITNESS WHEREOF, these articles are signed by L. G. Herring, President and Richard D. Elledge, Secretary of each corporation this 12th day of January, 1979.

LOWE'S OF SOUTH CAROLINA, INC.
(Formerly Lowe's of Sumter, Inc.)

By L. G. Herring
President
By Richard D. Elledge
Secretary

LOWE'S OF CHARLESTON, INC.

By L. G. Herring
President
By Richard D. Elledge
Secretary

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