

Associates, Inc., shall be the "surviving corporation" as such term is used and defined in the Tennessee General Corporation Act.

2. The location of the principal office of each merging corporation is as follows:

**KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC.**

Main Office: 404 James Robertson Parkway  
Nashville, Davidson County, Tennessee

**ACQUISITION MORTGAGE COMPANY**

Main Office: 400 Union Street  
Nashville, Davidson County, Tennessee

3. No preferred stock of any party hereto is to be issued pursuant to this Plan of Reorganization and Agreement of Merger.

4. The surviving corporation shall be Kimbrough-Kavanaugh and Associates, Inc. (the Mortgage Company), the charter and by-laws of which are to be the charter and by-laws of the surviving corporation without any amendment thereto.

5. The principal office of the surviving corporation will continue to be at 404 James Robertson Parkway, Davidson County, Tennessee.

6. Upon the merger becoming effective:

(a) Subject to the provision herein made for fractional interests in shares, each shareholder of the Mortgage Company at the time the merger becomes effective shall be allocated and entitled to receive fourteen and 5829/10000 (14.5829) shares of the common stock of the Holding Company, having a par value of \$6.66-2/3 per share, for each share of the capital stock of the Mortgage Company held by such shareholder. The shares of the capital stock of the Mortgage Company held by each shareholder of the Mortgage Company and outstanding at the time the merger becomes effective shall, ipso facto and without any action on the part of the holder thereof, become and be converted into such number of shares of the common stock of the Holding Company as the application

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