

0111-2  
ARTICLES AND PLAN OF MERGER  
MERGER OF  
DURBIN CREEK, INC.,  
A SOUTH CAROLINA CORPORATION  
INTO  
SOUTHEASTERN LAND COMPANY,  
A NORTH CAROLINA CORPORATION

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THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned corporations, DURBIN CREEK, INC., a South Carolina corporation (hereafter "Durbin"), and SOUTHEASTERN LAND COMPANY, a North Carolina corporation (hereafter "SEL" or "surviving corporation"), hereby adopt the following Articles and Plan of Merger (these two corporations are hereafter collectively referred to as the "constituent" corporations).

WHEREAS, the Shareholders and Directors of Durbin and SEL have unanimously agreed that it is in the best business interest of the constituent corporations that the Corporations be merged into a single corporation, which corporation shall be SEL as the surviving corporation; and

WHEREAS, Section 33-17-70 of the South Carolina Business Corporation Act (hereafter the "SC Act") permits the merger of a domestic corporation (here, Durbin) into a foreign corporation (here SEL); and

WHEREAS, Section 55-111 of the Business Corporation Act as set forth in the General Statutes of North Carolina (hereafter the "NC Act") permits the merger of a foreign corporation (ie, Durbin) into a domestic corporation (ie, SEL); and

WHEREAS, the constituent corporations shall comply with the applicable provisions of the NC Act and the SC Act insofar as each of those laws requires the filing of Articles of Merger and Certificates of Merger;

*John T. Campbell*  
SECRETARY OF STATE OF SOUTH CAROLINA

- (5) (b) The corporation is authorized to conduct such business under the laws of its jurisdiction of incorporation.
- (6) The address of the registered or principal office of the corporation in the jurisdiction of its incorporation is 1103 Wicklow Drive in the city of Cary and state of North Carolina.

RECORDED (GREAT EAST)