

(1000 shares) and BMA OF TENNESSEE, INC. (10 shares) shall be cancelled and the separate corporate existence of BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., AND BMA OF TENNESSEE, INC., shall be deemed terminated.

5. No stockholders of BMA OF S. C., INC., BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., or BMA OF TENNESSEE, INC., dissent to this Plan of Merger because Builder Marts of America, Inc., is the sole stockholder of each, and there is no dissenting stockholder which may have the right to be paid the fair value of his shares upon compliance with the applicable laws of the State of South Carolina.

6. The Directors and officers of BMA OF S. C., INC., shall continue in office until their successors are elected and qualified.

7. The Articles of Incorporation (Charter) and the Bylaws of BMA OF S. C., INC., shall remain in force for the surviving corporation, with the name of such corporation changed to BMA REALTY, INC., as provided in Paragraph 2 hereof.

BMA OF S. C., INC.

By Thomas L. McEhee
Vice President

ATTEST: Alfred F. Burgess
Assistant Secretary

BMA REALTY OF GEORGIA, INC.

By Thomas L. McEhee
Vice President

ATTEST: Alfred F. Burgess
Assistant Secretary

BMA OF N. C., INC.

By Thomas L. McEhee
Vice President

ATTEST: Alfred F. Burgess
Assistant Secretary

BMA OF TENNESSEE, INC.

By Thomas L. McEhee
Vice President

ATTEST: Alfred F. Burgess
Assistant Secretary

RECORDED MAR 13 1981
at 10:46 A.M.

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