

successful prosecution of the objects and purposes for which this Corporation is created.

FOURTH: The amount of authorized capital stock of the surviving corporation shall be \$1,250,000 consisting of 250,000 shares of common stock, par value \$5 per share.

FIFTH: The manner and basis of acquiring and combining the assets of Southern Home and of merging Southern Home with and into the surviving corporation, and of exchanging and converting the shares of Southern Home for and into shares of the surviving corporation shall be as follows:

All of the assets of Southern Home shall be acquired by the surviving corporation in consideration of the assumption by the surviving corporation of all of the liabilities and obligations of Southern Home and of the issuance by the surviving corporation of 58,663 shares of its authorized but unissued common stock, par value \$5 per share, in conversion of the 58,663 issued and outstanding shares of common stock of Southern Home owned otherwise than by the surviving corporation. The 11,337 shares of common stock of Southern Home owned by the surviving corporation shall be surrendered and cancelled.

Each share of common stock of Southern Home owned otherwise than by the surviving corporation shall be converted, upon the effective date of this Agreement of Merger, into one (1) share of common stock, par value \$5 per share, of the surviving corporation, and each holder of shares of common stock of Southern Home (other than the surviving corporation), upon surrender to the surviving corporation of the certificates therefor for cancellation, shall be entitled to receive one or more certificates for the number of shares of common stock, par value \$5 per share, of the surviving corporation to which such holder is entitled.

SIXTH: The By-Laws of the surviving corporation