

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

MERGER AGREEMENT

THIS MERGER AGREEMENT, made and entered into this 16th day of October, A. D., 1963, by and between THE FAIRFIELD CO., INC., a corporation, hereinafter called "Fairfield", and a majority of the Directors thereof, party of the first part, and SOUTHERN MACHINERY COMPANY, a corporation, hereinafter called "SOMACO", and a majority of the Directors thereof, party of the second part.

W I T N E S S E T H:

WHEREAS, Fairfield is a corporation organized and existing under the laws of the State of South Carolina, with its principal place of business in Greenville County, South Carolina, and has an authorized capital stock of One Hundred Fifty Thousand (\$150,000.00) Dollars divided into one class of fifteen thousand (15,000) shares of common stock having a par value of Ten (\$10.00) Dollars per share, of which eight thousand (8,000) shares are now issued and outstanding, the Charter of said corporation being dated August 13, 1962, and appearing of record in the RMC Office for Greenville County, S. C. in Deed Book 705, page 539; and ,

WHEREAS, SOMACO is a corporation organized and existing under the laws of the State of South Carolina, with its principal place of business in Greenville County, South Carolina, and has an authorized capital stock of One Hundred Fifty Thousand (\$150,000.00) Dollars divided into one class of fifteen hundred (1500) shares of common stock with a par value in the sum of One Hundred (\$100.00) Dollars per share, of which six hundred thirty (630) shares are now issued and outstanding, the Charter of said corporation, as amended, being dated February 15, 1959, and appearing of record in the RMC Office for Greenville County, South Carolina, in Deed Book 632, page 396.

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