

The principal place of business of said surviving corporation shall be at Greenville, in the County of Greenville, State of South Carolina and the branches of the constituent corporations shall be located at Fountain Inn, S. C., Rock Hill, S. C., West Greenville, S. C., Augusta Road, Greenville, S. C., and Grey Court, S. C.

3.

The amount of the authorized capital stock of the surviving corporation, all of which shall be issued, shall be One Million Two Hundred Thousand and No/100 (\$1,200,000.00) Dollars, divided into 120,000 shares of common stock of the par value of Ten and No/100 (\$10.00) Dollars per share.

4.

The said surviving corporation shall have and possess all of the rights, privileges, powers and franchises of each of the said constituent corporations so merged. For the purposes of this Agreement and in accordance with the statutes thereto appertaining, a balance sheet and profit and loss statement of both Southern and Citizens for the immediately preceding three fiscal years has been prepared as well as a pro forma consolidated balance sheet of the two said banking corporations. Such statements, for recording purposes, are not made a part of this Agreement, but copies of the same shall be mailed to the stockholders of both corporations at the same time that notices are mailed to the stockholders of the meeting of the stockholders to be held for the purpose of approving or rejecting this merger Agreement.

5.

Upon the completion of the merger as aforesaid, each stockholder in Citizens shall be entitled to two (2) shares of the new common stock of Southern, the surviving corporation, for each share of stock owned in Citizens. Each holder of the common stock of Citizens, upon surrender of the certificate(s) of the present shares of stock in Citizens properly endorsed with signature guaranteed, shall receive full shares in exchange therefor. When this Agreement is signed, acknowledged, approved by the stockholders of the merging corporations, the South Carolina Board of Bank Control and the Federal Deposit Insurance Corporation, and has been filed and recorded as provided by statute, each holder of shares in the constituent corporations, except such dissenting stockholders as qualify and duly seek an appraisal, shall thereupon become holders of shares of

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