

stock in the surviving corporation as held by such stockholders in the constituent corporations at the time of merger in the ratio provided above, and new certificates of stock evidencing such ownership will only be issued to the holders of stock of Citizens.

6.

All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in action and property of every kind and description whatsoever, whether real, personal and/or mixed belonging to Southern and Citizens respectively, shall be vested in and become the property of Southern, the surviving corporation, to have and to hold the same to the said surviving corporation, its successors and assigns, from the time such merger shall become effective, and forever thereafter, no further act, deed, conveyance or assurance being required in the premises.

7.

All the debts, contracts and liabilities of every nature whatsoever, for which Southern and Citizens, respectively, may be liable, either at law or in equity, shall at the time of the said merger be assumed by the said surviving corporation, provided, however, that the rights of creditors and any and all liens upon the property of either of said constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger.

8.

It is an express condition precedent to the effectiveness of this Merger Agreement that the merger, upon the terms and conditions herein provided and the approval of the operation of a branch bank at Fountain Inn, South Carolina, and Grey Court, South Carolina, must have been approved by the South Carolina State Board of Bank Control and the Federal Deposit Insurance Corporation, and in the event that either or both such agencies should fail to so approve, then this Agreement shall be null and void, anything contained herein to the contrary notwithstanding. In addition, this Agreement is conditioned upon the approval of an amendment to the Charter of Southern increasing its authorized capital stock from 100,000 shares of the par value of Ten and No/100 (\$10.00) Dollars to 120,000 shares of the par value of Ten and No/100 (\$10.00) Dollars.

9.

Immediately upon the completion of the merger, Citizens shall be considered and is hereby declared to be completely merged into Southern