

I, ESTES B. HOWELL, JR., Cashier.

of Southern Bank and Trust Company, do hereby certify that a special meeting of the stockholders of Southern Bank and Trust Company, Greenville, S. C., was duly held on the 2nd day of December, 1964, at the main office of the Bank, 306 East North Street, Greenville, S. C., at 3:00 o'clock P. M.; that in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, printed notice of the special meeting of the stockholders held on December 2, 1964, was mailed to each stockholder more than twenty days prior to said meeting which notice contained the following: (a) the time, place, purpose of the meeting and that it was a special meeting of the stockholders; (b) an outline of the material features of the plan of merger between the Southern Bank and Trust Company and Citizens Bank; (c) balance sheets and profit and loss statements of each Bank for the three years preceding the date of the meeting; and (d), prominently displayed clear and concise statement that shareholders dissenting to the plan of merger were entitled, upon compliance with Section 12-16.27 of the Code of Laws for South Carolina, 1962, as amended, to be paid the fair value of their shares. That pursuant to Section 12-19.4 of the Code of Laws for South Carolina, 1962, the aforementioned notice to stockholders also included a notice of a proposal to increase the authorized capital of the Bank from \$1,000,000.00 of common stock divided into 100,000 shares of the par value of \$10.00, to an authorized capital of \$1,200,000.00 of common stock divided into 120,000 shares of the par value of \$10.00; to amend Article 6 of the Charter of the Bank by deleting the last sentence of said Article and to amend By-Law 31 in certain particulars. That at the time said meeting was held there were 100,000 shares of common stock issued and outstanding of Southern Bank and Trust Company and that SEVENTY SIX THOUSAND SEVEN HUNDRED THIRTEEN shares voted for the plan of merger and NO shares voted against the plan of merger, and that 76,513 shares voted in favor of the resolutions to amend the Charter and By-Law 31 of the Bank and 200 shares voted against the resolutions to amend said Charter and said By-Law. That the merger became effective on the 1st day of JANUARY, 1965 in accordance with the terms of the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

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