

I, W. D. ABERCROMBIE, CASHIER,

of Citizens Bank, do hereby certify that a special meeting of the stockholders of Citizens Bank, Fountain Inn, S. C. was duly held on December 2, 1964, at the main office of the Bank, Trade Street, Fountain Inn, 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 of 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 at the time said meeting was held there were 10,000 shares of common stock issued and outstanding of Citizens Bank and that 9,633 shares voted for the plan of merger and NO shares voted against the plan of merger. That the merger becomes effective on the 1<sup>st</sup> day of JANUARY, 19 65, in accordance with the terms of the merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and affixed the seal of said corporation this 31<sup>st</sup> day of December, 19 64.

(Corporate Seal)

W. D. Abercrombie  
Title: CASHIER

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