

AGREEMENT AND PLAN OF MERGER

Agreement made as of this 31st day of December, 1970, between Suburban Realty Co., a corporation organized and existing under the laws of the State of South Carolina (Suburban), and Woodfields, Inc., a corporation organized and existing under the laws of the State of South Carolina (Woodfields).

WHEREAS, Woodfields is the owner of all of the outstanding shares of the capital stock of Suburban and the parties believe that it will be to the best interest of each corporation that Suburban be merged into Woodfields.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties hereto agree as follows:

1. Suburban shall be merged into Woodfields by the transfer to Woodfields of all the assets of Suburban, subject to all the liabilities and obligations of Suburban which Woodfields hereby assumes. Upon the completion of this transaction, the shares of the capital stock of Suburban, all of which are owned by Woodfields, shall be cancelled and the separate corporate existence of Suburban shall terminate.
2. The name of the surviving corporation shall be Woodfields, Inc.
3. This merger shall be effective as of April 1, 1971.
4. The directors and officers of Woodfields shall continue in office until their successors are elected and qualify.
5. The Articles of Incorporation and By-Laws of Woodfields, Inc. shall remain in force for the surviving corporation.

SUBURBAN REALTY CO.

By B. R. [Signature]
President

Bellon R O'Heall
Secretary

WOODFIELDS, INC.

By B. R. [Signature]
President

Bellon R O'Heall
Secretary