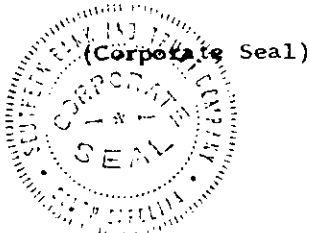


The foregoing Agreement having been duly adopted by the vote of the holders of a two-thirds (2/3) majority of the outstanding stock entitled to vote of each of the constituent corporations, Southern Bank and Trust Company and The First National Bank of Laurens, and all necessary acts and things having been done in accordance with the requirements of the Statutes of South Carolina, each of the said constituent corporations has caused this instrument, as its own proper act, deed and agreement, to be signed by its duly authorized officers and to be sealed with its corporate seal this 15th day of November, 1971.



SOUTHERN BANK AND TRUST COMPANY

By: Thomas C. Van Dine
President

Attest: [Signature]
Senior Vice President & Cashier



THE FIRST NATIONAL BANK OF LAURENS

By: [Signature]
President

Attest: [Signature]
Cashier

(Continued on next page)