

7. The manner of converting the outstanding shares of the capital stock of Ranger and Ballenger into shares of the Surviving Corporation shall be as follows:

a. Each outstanding share of the Common Stock of Ranger shall be converted as a result of the Merger into 207 shares of the Common Stock of the Surviving Corporation and each holder of shares of Common Stock of Ranger, upon surrender to the Surviving Corporation of certificates of such shares for cancellation, shall be entitled to receive certificates for his proportionate number of shares of the Common Stock of the Surviving Corporation. The shares of Common Stock of Ranger surrendered shall be cancelled and extinguished and all rights with respect thereto shall cease and terminate. The authorized shares of Preferred Stock of Ranger shall not be changed (except as to name) or converted as a result of the Merger and upon the Merger Date all shares of Ranger Preferred Stock heretofore authorized whether issued or unissued shall be and be deemed to be shares of Preferred Stock of the Surviving Corporation and all outstanding shares shall remain outstanding.

Each share of Common Stock of Ballenger shall be converted into one share of Common Stock of the Surviving Corporation and each holder of shares of the Common Stock of Ballenger, upon the surrender to the Surviving Corporation of certificates of such shares for cancellation, shall be entitled to receive certificates for his proportionate number of shares of the Common Stock of the Surviving Corporation. The shares of Common Stock of Ballenger shall be cancelled and extinguished and all rights with respect thereto shall cease and terminate.

Each share of the Preferred Stock of Ballenger shall be converted into one share of Junior Preferred Stock of the Surviving Corporation, having the rights and preferences set forth in Exhibit B.

8. Until altered, amended or repealed, the by-laws of Ranger as they shall exist on the Merger Date shall be and remain the by-laws of the Surviving Corporation.

9. This Agreement shall be submitted to stockholders of Ballenger and Ranger as provided by law and it shall take effect upon its adoption by the stockholders of each corporation in accordance with the requirements of the laws of South Carolina

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