

2. Bankers Trust of South Carolina ("BANKERS") by and through its President and Cashier hereby certifies that there were outstanding at the date of the meeting of shareholders 937,733 shares of one class of stock and that 738,374 shares voted in favor of the PLAN and 8,172 shares voted against the PLAN.

3. Peoples National Bank, Greenville, South Carolina, by and through its President and Cashier hereby certifies that at the date of the meeting of its shareholders, there was one outstanding class of stock namely, common voting stock, and that the total number of such shares outstanding was 415,760 of which 338,843 shares voted in favor of the PLAN and 8,040 shares voted against such PLAN.

4. That pursuant to the PLAN OF CONSOLIDATION, the capital stock of the consolidated National Bank Corporation resultant from such consolidation will be 1,632,940 shares of one class of common voting stock, each of \$10.00 par value, such resultant capital stock amounting to \$16,329,490.

5. Bankers Trust of South Carolina is a banking corporation organized under the laws of the State of South Carolina and Peoples National Bank, Greenville, South Carolina, is a National Banking Association, chartered under the banking laws of the United States of America and this consolidation of State and National Banking Corporations is pursuant to the

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