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AMENDED AGREEMENT TO MERGE
FIRST NATIONAL BANK OF SOUTH CAROLINA
WITH AND INTO
THE SOUTH CAROLINA NATIONAL BANK
UNDER THE CHARTER OF
THE SOUTH CAROLINA NATIONAL BANK
UNDER THE TITLE OF
"THE SOUTH CAROLINA NATIONAL BANK"

AMENDED AGREEMENT OF MERGER dated as of September 2, 1983, made by and between The South Carolina National Bank ("SCN"), a national banking association organized under the laws of the United States with its main office at 16 Broad Street, Charleston, South Carolina, having a Capital of \$8,399,210 divided into 1,679,842 shares of Common Stock, par value \$5.00 per share, Surplus of \$22,191,000 and Undivided Profits, including Capital Reserves, of \$118,637,000, as of June 30, 1983, and First National Bank of South Carolina ("FNB"), a national banking association organized under the laws of the United States with its main office at 1401 Main Street, Columbia, South Carolina, having a Capital of \$8,000,000 divided into 1,600,000 shares of Common Stock, par value \$5.00 per share, Surplus of \$27,000,000 and Undivided Profits, including Capital Reserves, of \$50,850,068, as of June 30, 1983, each acting pursuant to resolutions of its Board of Directors, adopted by the vote of a majority of its directors, pursuant to the authority given by and in accordance with the provisions of the Act of November 7, 1918, as amended (12 U.S.C. 215a).

WITNESSETH:

WHEREAS, SCN, FNB, South Carolina National Corporation ("SCNC") a South Carolina corporation which is the sole shareholder (other than director's qualifying shares) of SCN and First Bankshares Corp. of S. C. ("FBC"), a South Carolina corporation which is the sole shareholder of FNB, entered into an Agreement and Plan of Reorganization (the "Reorganization Agreement") dated as of September 2, 1983, under which FNB was to be merged with and into SCN (the "Merger"), and under which, immediately after the Merger, FBC was to be merged with and into SCNC pursuant to a Plan of Merger set forth as Annex B to the Reorganization Agreement; and

WHEREAS, as of November 16, 1983, the Agreement and Plan of Reorganization was converted into an Acquisition Agreement (the "Acquisition Agreement"), and the Plan of Merger was terminated and a Purchase and Assumption Agreement substituted therefor; and

WHEREAS, the respective Boards of Directors of SCN and FNB deem the merger of FNB with and into SCN, under and pursuant to the terms and conditions herein set forth or referred to, desirable and in the best interests of the respective corporations and their respective shareholders, and the respective Boards of Directors of SCN and FNB have each adopted resolutions approving this Amended Merger Agreement and have directed that it be submitted to their respective shareholders for approval;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein, in the Acquisition Agreement and in the Purchase and Assumption Agreement contained, the parties do hereby agree as follows:

ARTICLE I
MERGER

At the Effective Time of the Merger (as hereinafter defined), FNB shall be merged with and into SCN, which shall be the surviving or continuing national banking association, under the Articles of Association and Charter of SCN, and SCN at such time shall merge FNB with and into itself. The Merger shall be pursuant to the provisions of and with the effect provided in Section 215a of Title 12, United States Code.

ARTICLE II
ARTICLES OF ASSOCIATION; BYLAWS; OFFICES

At the Effective Time of the Merger, the Articles of Association of SCN (herein referred to as the "Continuing Bank" whenever reference is made to it as of the Effective Time of the Merger or thereafter) shall be the Articles of Association of SCN immediately prior to the Effective Time of the Merger, as set forth in Exhibit I attached hereto and

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