

preferred stock of the par value of One Hundred (\$100.00) Dollars each, of which Sixteen Hundred and Sixty-six (1666) shares are issued and outstanding, and Seven Hundred and Fifty (750) shares of common stock of the par value of One Hundred (\$100.00) Dollars each, of which Six Hundred and Forty (640) shares are issued and outstanding, and,

WHEREAS, the stockholders of each of the corporations deemed it advisable, for the general welfare and advantage of said corporations and their respective stockholders that SOUTHERN merge with and into BROOKLINE.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants, and grants herein contained, the parties hereto, intending to be legally bound, hereby agree that BROOKLINE and SOUTHERN shall be merged into a single corporation, to wit, BROOKLINE, one of the parties hereto, and that BROOKLINE shall merge into itself; and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the shares of each of the corporations into shares of the surviving corporation, are and shall be as hereinafter set forth and that the Articles of Incorporation of BROOKLINE shall, upon the effective date of this Agreement, be and be deemed to be amended as hereinafter set forth.

#### ARTICLE I

##### Corporate Existence of Surviving Corporation

Except as herein otherwise specifically set forth, the