

STATE OF SOUTH CAROLINA)
)
COUNTY OF CHARLESTON)

THE BOARD OF DIRECTORS of American Mortgage & Investment Com-
pany, the Board of Directors of Fidelity Investment Corporation, and the
Board of Directors of Park Investment Company at separate meetings duly
called and held on June 11, 1962, June 9, 1962, and June 12, 1962, respec-
tively, duly advised the merger of Fidelity Investment Corporation and Park
Investment Company into the American Mortgage & Investment Company by
passing a resolution declaring a merger upon the terms and conditions here-
inafter set forth to be advisable, and directed that the written Agreement of
Merger be submitted for action thereon at separate special meetings of the
stockholders of AMI, Fidelity and Park. The special meeting of stockholders
called by the Directors of each respective Corporation, and duly warned in
the manner provided by law, was held on July 18, 1962, July 19, 1962, and
July 10, 1962, respectively, and at each of said special separate meetings
the stockholders by the affirmative vote of more than one-half of all the shares
of stock outstanding and entitled to vote thereon duly approved this Agreement
of Merger.

IN WITNESS WHEREOF, the American Mortgage & Investment Company,
the Fidelity Investment Corporation, and the Park Investment Company have
caused this Agreement of Merger to be signed in its name and on its behalf
by its President and its Secretary, and the Corporate Seal to be attached and
attested by its Secretary, all being acknowledged by and before a Notary Pub-
lic, the 19th day of July, 1962.

(Corporate Seal) AMERICAN MORTGAGE & INVESTMENT COMPANY
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Attest:

By Eugene Yonckh
Eugene Yonckh, President

Harold Greene
Harold Greene, Secretary

By Harold Greene
Harold Greene, Secretary

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