

Federal Deposit Insurance Corporation, and has been filed and recorded as provided by statute, each holder of shares in the constituent corporations, except such dissenting stockholders as qualify and duly seek an appraisal, shall thereupon become holders of shares of stock in the surviving corporation as held by such stockholders in the constituent corporations at the time of merger in the ratio provided above, and new certificates of stock evidencing such ownership will only be issued to the holders of stock of Clover. However, pursuant to the authority contained in Title 12 of the Code of Laws for South Carolina, 1962, as amended, no fractional shares will be issued to the shareholders of Clover. When the stock register of Clover is closed in accordance with the appropriate resolution to be adopted by the Board of Directors of Clover in connection with this merger, there will be ascertained the number of shares produced by the combined total of all fractions of shareholders of Clover and Southern will cause to be sold such number of shares of its stock on the market and the net proceeds therefrom shall be distributed to the shareholders of Clover in accordance with their fractional interest.

6.

All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in action and property of every kind and description whatsoever, whether real, personal and/or mixed belonging to Southern and Clover respectively, shall be vested in and become the property of Southern, the surviving corporation, to have and to hold the same to the said surviving corporation, its successors and assigns, from the time such merger shall become effective, and forever thereafter, no further act, deed, conveyance or assurance being required in the premises.

7.

All the debts, contracts and liabilities of every nature whatsoever, for which Southern and Clover, respectively, may be liable, either at law or in equity, shall at the time of the said merger be assumed by the said surviving corporation, provided, however, that the rights of creditors and any and all liens upon the property of either of said constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger.

8.

It is an express condition precedent to the effectiveness of this Merger Agreement that the merger, upon the terms and conditions herein provided and the approval of the operation of a branch bank at Clover, S. C., must have

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