

AGREEMENT AND PLAN OF MERGER

AGREEMENT made this 27th day of December, 1979 between BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., and BMA OF TENNESSEE, INC., corporations organized and existing under the laws of the states of Georgia, North Carolina and Tennessee, respectively, and BMA OF S. C., INC., a corporation organized and existing under the laws of the State of South Carolina.

BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., BMA OF TENNESSEE, INC., and BMA OF S. C., INC., are wholly owned subsidiaries of Builder Marts of America, Inc.

BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., and BMA OF TENNESSEE, INC., shall be merged into BMA OF S. C., INC., pursuant to the following terms and conditions:

1. BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., and BMA OF TENNESSEE, INC., shall be merged into BMA OF S. C., INC., which latter corporation shall be the surviving corporation, and all of the assets of BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., and BMA OF TENNESSEE, INC., shall become the property of BMA OF S. C., INC., subject to all the liabilities and obligations of the merged corporations which BMA OF S. C., INC., hereby assumes. Distribution of such assets of BMA REALTY OF GEORGIA, INC., BMA OF N. C., INC., and BMA OF TENNESSEE, INC., shall be in complete cancellation and redemption of all of each such company's stock.

2. The name of BMA OF S. C., INC., the surviving corporation, shall be changed to BMA REALTY, INC.

3. This merger shall be effective on December 29, 1979 as of the close of business.

4. Upon the transfer of each of the constituent companies' assets to BMA OF S. C., INC., all of the stock of BMA REALTY OF GEORGIA, INC., (500 shares), BMA OF N. C., INC.

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