

thereof is Walter H. Smith, and the principal office of Smith & Brooks, Inc. is located in the Town of Mountain Inn, County of Greenville, State of South Carolina and the name of its president in charge thereof is Walter H. Smith; and

WHEREAS, the laws of the State of South Carolina permit any two or more organizations organized and existing under and by virtue thereof, to consolidate into a single corporation which may be either one of said consolidated corporations; and

WHEREAS, the Directors of each of the corporations, parties hereto, in consideration of the mutual agreements of such corporations as set forth herein do deem it advisable and generally to the welfare of the corporations and their respective stockholders that Simpsonville Ice Plant, Inc. merger and consolidate into Smith & Brooks, Inc.

NOW, THEREFORE, the corporations, parties to this agreement by and between their respective Board of Directors and in consideration of the mutual covenants, agreements and provisions hereinafter contained in this agreement have agreed and do hereby agree, each with the other, that Smith & Brooks, Inc. consolidate into itself Simpsonville Ice Plant, Inc. pursuant to Chapter VIII of the general corporation law of South Carolina and do hereby agree upon and prescribe the terms and conditions of the consolidation, the mode of carrying the same into effect and the manner and basis of converting the shares of the corporations, parties hereto, into stock of the consolidated corporation as follows:

#### ARTICLE I

##### Forms of Consolidation

Simpsonville Ice Plant, Inc. shall be consolidated and it is hereby consolidated into Smith & Brooks, Inc. to be a single corporation and the consolidated corporation shall be known as Smith & Brooks, Inc. and which is hereinafter referred to as the consolidated corporation.

#### ARTICLE II

##### Charter of Consolidated Corporation

The charter of Smith & Brooks, Inc., in effect on the effective date of consolidation shall be the charter of the consolidated