

The foregoing agreement having been duly adopted by the vote of the holders of a two-thirds (2/3) majority of the outstanding stock entitled to vote of each of the constituent corporations, Southern Bank and Trust Company and the Bank of Piedmont, and all necessary acts and things having been done in accordance with the requirements of the Statutes of South Carolina, each of the said constituent corporations has caused this instrument, as its own proper act, deed and agreement, to be signed by its duly authorized officers and to be sealed with its corporate seal this 31st day of July, 1965.

(Corporate Seal)

SOUTHERN BANK AND TRUST COMPANY

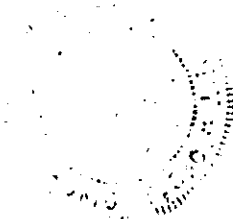


By: Sam H. Hunt  
Title Senior Vice President

Attest: [Signature]  
Title Cashier

(Corporate Seal)

BANK OF PIEDMONT



By: Charles L. Lantz  
Title President

Attest: [Signature]  
Title Cashier

(CONTINUED ON NEXT PAGE)