

I, H. J. Almers, Jr., Senior Vice President and Cashier, of Southern Bank and Trust Company, do hereby certify that an annual meeting of the shareholders of Southern Bank and Trust Company, Greenville, S.C., was duly held on the 18th day of March, 1970, at the main office of the Bank, 304 East North Street, Greenville, S. C., at 3:00 o'clock p.m.; that in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, printed notice of the annual meeting of the shareholders held on March 18, 1970, was mailed to each shareholder twenty days prior to said meeting which notice contained the following: (a) the time, place, purpose of the meeting and that it was an annual meeting of the shareholders; (b) an outline of the material features of the plan of merger between the Southern Bank and Trust Company and State Bank; (c) balance sheets and profit and loss statements of each bank for the three years preceding the date of the meeting; and (d) prominently displayed clear and concise statement that shareholders dissenting to the plan of merger were entitled, upon compliance with Section 12-16.27 of the Code of Laws for South Carolina, 1962, as amended, to be paid the fair value of their shares. That pursuant to Section 12-19.4 of the Code of Laws for South Carolina, 1962, as amended, the aforementioned notice to shareholders also included a notice of a proposal to increase the authorized capital of the Bank from \$2,908,840 of common stock divided into 290,884 shares of the par value of \$10.00, to an authorized capital of \$3,028,840 of common stock divided into 302,884 shares of the par value of \$10.00. That at the time said meeting was held there were 231,750 shares of common stock issued and outstanding of Southern Bank and Trust Company (The balance of 59,134 shares continues to be reserved, unissued, to provide for the conversion of Capital Notes issued and outstanding.) and that 177,204 shares voted for the plan of merger and no shares voted against the plan of merger, and that 177,204 shares voted in favor of the resolutions to amend the Charter of the Bank and no shares voted against the resolutions to amend said Charter. That the merger became effective at close of business on the 20th day of September, 1970, in accordance with the terms of the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and affixed the seal of said corporation this 29th day of September, 1970.

(Corporate Seal)


Senior Vice President and Cashier

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