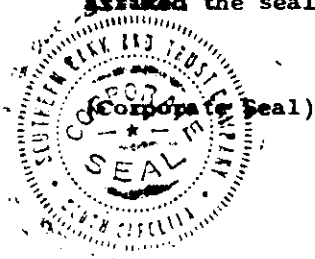


I, H. J. Almers, Jr., Senior Vice President and Cashier of Southern Bank and Trust Company, do hereby certify that a special meeting of the shareholders of Southern Bank and Trust Company, Greenville, S. C., was duly held on the 9th day of June, 1971, at the main office of the Bank, 304 East North Street, 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 special meeting of the shareholders held on June 9, 1971, 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 a special meeting of the shareholders; (b) an outline of the material features of the plan of merger between Southern Bank and Trust Company and The First National Bank of Laurens; (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 \$3,028,840 of common stock divided into 605,768 shares of the par value of \$5.00, to an authorized capital of \$3,328,840 of common stock divided into 665,768 shares of the par value of \$5.00. That at the time said meeting was held there were 547,500 shares of common stock issued and outstanding of Southern Bank and Trust Company (The balance of 118,268 shares continues to be reserved, unissued, to provide for the conversion of Capital Notes issued and outstanding.) and that 371,245 shares voted for the plan of merger and 50 shares voted against the plan of merger, and that 371,245 shares voted in favor of the resolution to amend the Charter of the Bank and 50 shares voted against the resolution to amend said Charter. That the merger became effective at the close of business on the 15th day of November, 1971, 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 15th day of November, 1971.



*H. J. Almers, Jr.*  
 Senior Vice President & Cashier

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