

I, E. M. Corley, Cashier of The First National Bank of Laurens, do hereby certify that a special meeting of the shareholders of The First National Bank of Laurens, Laurens, South Carolina, was duly held on June 9, 1971, at the office of the Bank, Laurens, South Carolina, at 4:00 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 more than 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 at the time said meeting was held there were 20,000 shares of common stock issued and outstanding of The First National Bank of Laurens and that 16,941 shares voted for the plan of merger and 500 shares voted against the plan of merger. 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.



E. M. Corley

 Cashier

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