

AGREEMENT AND PLAN OF MERGER

AGREEMENT made this 15th day of December, 1975, between SIDEL CORPORATION, a corporation organized and existing under the laws of the State of South Carolina (Sidel), and Siding, Inc., a corporation organized and existing under the laws of the State of Georgia (Siding).

In consideration of the mutual covenants herein contained, the parties hereto agree as follows:

1. Sidel shall be merged into Siding by the transfer to Siding of all the assets of Sidel, subject to all the liabilities and obligations of Sidel which Siding hereby assumes. The separate corporate existence of Sidel shall thereupon cease.

2. The surviving corporation shall be Siding, Inc.

3. This merger shall be effective December 31, 1975.

4. (a) The authorized capital stock of Sidel is 400 shares of Common Stock, par value \$10.00 each, of which there are 50 shares issued and outstanding.

(b) The authorized stock of Siding is 2,500 shares of Common Stock, par value \$10 each, of which 2,500 shares are issued and outstanding.

5. Shareholders dissenting to this Plan of Merger shall be paid the fair value of their shares upon compliance with the laws of the State of South Carolina and Georgia.

6. The Directors and officers of Siding shall continue in office.

7. The By-Laws of Siding, Inc. shall remain in force for the surviving corporation.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed this 15th day of December, 1975. -

SIDEL CORPORATION

By J. M. Shaw
President

And J. G. Groover
Secretary

(Signatures Continued)

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