

I, Fred Gilmer, Jr., Secretary of Sobanco Properties, Inc., a South Carolina corporation, do hereby certify that said corporation has an authorized maximum number of shares of common stock of 10,000 shares, 100 of which are outstanding, and that all of such outstanding shares are owned by Southern Bancorporation, Inc.; that in compliance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, Southern Bancorporation, Inc., as the sole shareholder of Sobanco Properties, Inc. on the 29th day of May, 1973, in compliance with the requirements of Section 12-16.18(b) of the Code of Laws for South Carolina, 1962, as amended, did give its written consent to the Plan of Merger between SBT Real Estate, Inc. and Sobanco Properties, Inc., pursuant to which the shareholders of SBT Real Estate, Inc. would receive stock of Southern Bancorporation; that with such written consent, Southern Bancorporation, Inc. did vote all of the 100 outstanding shares of Sobanco Properties, Inc. in favor of said Plan of Merger; that the aforesaid Merger became effective at the close of business on the 31st day of October, 1973 in accordance with the terms of said Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and have affixed the seal of said corporation this 31st day of October, 1973.


Secretary

(Corporate Seal)

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