

MERGER AGREEMENT

This Merger Agreement made and entered into by and in behalf of HILLS HILL, FAIRFORD CO. FARM, and MARRION DUCK HILLS,

W I T N E S S E T H :

WHEREAS, HILLS HILL is a corporation duly organized and existing under the laws of the State of South Carolina, with its principal place of business in the County of Greenville, State of South Carolina, with an authorized capital stock of One Million, Two Hundred Fifty Thousand and 00/100 (\$1,250,000.00) Dollars divided into Twelve Thousand, Five Hundred (12,500) Shares of Common Stock of the par value of One Hundred and 00/100 (\$100.00) Dollars per share (all of which is evidenced by its Charter and those amendments thereto recorded, respectively, in Deed Book 53, at Page 540, Deed Book 1, at Page 435, Deed Book 124, at Page 562, and Deed Book 132, at Page 365, R. M. C. Office for Greenville County, S. C.), of which authorized capital stock there are issued and outstanding, Six Thousand, Five Hundred (6,500) Shares, its powers and the general nature of its business being as conferred upon it and authorized to it by law and, in addition, those powers and the general nature of business set forth in its amended Charter, as amended, to-wit:

To engage in and carry on the business of manufacturing, purchasing or otherwise acquiring, selling and disposing of, dealing in and with, exporting and importing, producing, adapting, bleaching, dyeing, printing, spinning, combing, finishing, and otherwise converting and preparing for market, textile products and other yarns, goods, cloths, fabrics and articles of all kinds and descriptions made from wool, cotton, flax, hemp, silk and other material.

To carry on and transact the business of general merchants, brokers, agents, buyers and sellers of and dealers in goods, wares and merchandise of every description.