

within the meaning and intent of Section 12-20.1, et seq., of the Code of Laws of South Carolina, 1962, as amended.

10.

The by-laws of Southern, except as may be necessarily modified by this Agreement, are hereby adopted as the by-laws of the surviving corporation, until otherwise changed, and the Directors and Officers of Southern shall be the Directors and Officers of the surviving corporation, until otherwise changed. Such Directors and Officers are as follows:

DIRECTORS

Thomas C. Vandiver	Harry R. Stephenson, Jr.	Louis P. Batson
D. M. Beattie	Fred C. Curdts	Robert A. Dobson
Sam H. Hunt	Allen M. Lowdermilk	R. C. McCall
Mordecai Nachman	Wilkins Norwood	Hugh Simrill, Jr.
J. Henry Sitton	Ward S. Stone	William R. Timmons, Jr.

GENERAL OFFICERS

Thomas C. Vandiver, President	Sam H. Hunt, Senior Vice President
Estes B. Howell, Jr. Vice President and Cashier	Gordon B. Brown, Vice President
Wheeler Thackston Assistant Vice President	Fred Gilmer, Jr., Assistant Vice President

The above listed officers are general officers. In addition thereto, all present operating officers of Southern shall continue in the same status in the merged corporation.

11.

This Agreement of Merger shall be submitted to the stockholders of each of the constituent corporations at special meetings called for that purpose, and when the same shall have been ratified and approved by said stockholders representing a two-thirds (2/3) majority of the outstanding shares of stock of each of said corporations respectively, a certificate of such ratification and approval by each of said corporations, under its corporate seal, shall be signed by the Cashier of each of said corporations and endorsed hereon; and this Agreement so adopted and certified shall be signed by the President or Vice President and the Cashier or Assistant Cashier of each of said constituent corporations under the corporate seals thereof, and shall be acknowledged under oath by the President or Vice President of each of said corporations respectively, to be the act, deed and agreement of each of said constituent corporations; thereupon this Agreement of Merger shall be filed in the office of the Secretary of State of South Carolina and a certified copy thereof shall be filed for record in the Register of Mesne Conveyance Office for Greenville County.

IN WITNESS WHEREOF, the Directors of the said Southern Bank and Trust Company and the Citizens Bank, respectively, have hereunto set their