

I, W. Luther Hogue, Cashier,

of Bank of Clover, do hereby certify that a special meeting of the stockholders of Bank of Clover, Clover, S. C., was duly held on March 15, 1965, at the office of the Bank, Clover, S. C., at 3:00 o'clock P. M.; that in accordance with the requirements of Section 12-20.3 of the Code of Laws of South Carolina, 1962, as amended, printed notice of the special meeting of the stockholders held on March 15, 1965, was mailed to each stockholder 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 stockholders; (b) an outline of the material features of the plan of merger between the Southern Bank and Trust Company and Bank of Clover; (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 5,000 shares of common stock issued and outstanding of Bank of Clover and that 4,618 shares voted for the plan of merger and 94 shares voted against the plan of merger. That the merger became effective on the 1st day of June, 1965, 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 11th day of MAY, 1965.

(Corporate Seal)

W. Luther Hogue, Cashier
Title

(CONTINUED ON NEXT PAGE)