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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**THE SOUTH FINANCIAL GROUP FOUNDATION**

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ARTICLES OF MERGER

OF

POINTE CHARITABLE FOUNDATION, INC.  
(a Florida nonprofit corporation)

INTO

THE SOUTH FINANCIAL GROUP FOUNDATION  
(a South Carolina nonprofit corporation)

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to sections 617.1105 and 617.1107.

**FIRST:** The name and jurisdiction of the surviving corporation is:

The South Financial Group Foundation, a South Carolina nonprofit corporation (the "Surviving Corporation")

**SECOND:** The name and jurisdiction of the merging corporation is:

Pointe Charitable Foundation, Inc., a Florida nonprofit corporation (the "Merging Corporation")

**THIRD:** The Agreement and Plan of Merger is attached as Exhibit A.

**FOURTH:** The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

**FIFTH:** There are no members or members entitled to vote on the Agreement and Plan of Merger. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of the Merging Corporation on December 21, 2006.

**SIXTH:** There are no members or members entitled to vote on the Agreement and Plan of Merger. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of the Surviving Corporation on December 21, 2006.

**SEVENTH:** Surviving Corporation hereby: (a) agrees it may be served with process in the State of Florida on Andrew B. Cheney, 1200 Riverplace Blvd., Suite 830, Jacksonville, FL 32207, in any proceeding for the enforcement of any obligation of the undersigned Merging Corporation; and (b) irrevocably appoints the Department of State of Florida as its agent to accept service of process in any such proceeding.

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IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed by their respective authorized officers.

Pointe Charitable Foundation, Inc.  
a Florida nonprofit corporation

By: 

Name: R. Carl Palmer, Jr.  
Title: President

The South Financial Group Foundation  
a South Carolina nonprofit corporation

By: 

Name: Elizabeth P. Stall  
Title: Authorized Board Member

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**EXHIBIT A**

**Agreement and Plan of Merger**

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### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 21, 2006 by and between The South Financial Group Foundation, a South Carolina nonprofit corporation ("SFGF," or the "Surviving Corporation") and Pointe Charitable Foundation, Inc., a Florida nonprofit corporation ("Pointe," or the "Merging Corporation").

WHEREAS, SFGF is a nonprofit corporation duly organized and existing under the laws of the State of South Carolina, pursuant to Articles of Incorporation filed in the office of the Secretary of State of South Carolina on January 8, 1999;

WHEREAS, SFGF is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, Pointe is a nonprofit corporation duly organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation filed in the office of the Secretary of State of Florida on April 28, 2005;

WHEREAS, Pointe is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, Pointe and SFGF have no members; and

WHEREAS, the respective Boards of Directors of Pointe and SFGF have determined that it is advisable that Pointe be merged with and into SFGF, with SFGF surviving (the "Merger") on the terms and conditions hereinafter set forth, and they, by resolutions duly adopted, have approved this Agreement.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants herein contained, the parties hereby agree as follows:

1. Merger. In accordance with the provisions of the South Carolina Nonprofit Corporation Act and the Florida Not For Profit Corporation Act, Pointe shall be merged with and into SFGF, and SFGF, as the Surviving Corporation, shall continue to exist under the laws of the State of South Carolina.

2. Effective Time of Merger. The Merger shall not become effective until, and shall be effective when, the last of the following actions shall have been completed:

(a) Articles of Merger shall have been filed with and accepted by the Secretary of State of the State of South Carolina pursuant to Section 33-31-1104 of the South Carolina Nonprofit Corporation Act.

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(b) Articles of Merger shall have been filed with and accepted by the Department of State of the State of Florida pursuant to Sections 617.1105 and 617.1107 of the Florida Not For Profit Corporation Act.

(c) The time when the merger shall become effective shall be called the "Effective Time".

3. Governing Documents.

(a) The Articles of Incorporation of SFGF as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The Bylaws of SFGF as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

4. Officers and Directors. The persons who are officers and directors of SFGF immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified.

5. Effect of Merger. At and after the Effective Time, the Merger shall have the effects set forth in section 33-31-1105 of the South Carolina Nonprofit Corporation Act of 1994, as amended, and section 617.1106 of the Florida Not For Profit Corporation Act, as amended. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges, and powers of the Pointe and SFGF shall vest in the Surviving Corporation, and all debts, liabilities and duties of Pointe and SFGF shall become the debts, liabilities, and duties of the Surviving Corporation.

6. Representations and Warranties of SFGF.

(a) Organization. SFGF is a nonprofit corporation duly organized, validly existing and in good standing under the laws of the State of South Carolina.

(b) Authorization. SFGF has full right, power, and authority to enter into this Agreement and each agreement, document, and instrument to be executed and delivered by it pursuant to or as contemplated by this Agreement and to carry out the transactions contemplated hereby.

7. Representations and Warranties of Pointe.

(a) Organization. Pointe is a nonprofit corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

(b) Authorization. Pointe has full right, power, and authority to enter into this Agreement and each agreement, document, and instrument to be executed and delivered by it pursuant to or as contemplated by this Agreement and to carry out the transactions contemplated thereby.

8. Further Assurances. Pointe and SFGF agree to execute any and all documents, and to perform such other acts which may be necessary or expedient to further the purposes of this Agreement.

9. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of South Carolina without regard to its conflict of laws rules and principles, except to the extent that the laws of the State of Florida are mandatorily applicable to the Merger.

10. Amendment. This Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time with respect to any of the terms contained herein.

11. Deferral or Abandonment. At any time prior to the Effective Time, this Agreement may be terminated and the Merger may be abandoned or the time of consummation of the Merger may be deferred for a reasonable time by the Board of Directors of either Pointe or SFGF, if circumstances arise which, in the opinion of the Board of Directors of Pointe or SFGF, make the Merger inadvisable or such deferral of the time of consummation advisable.

12. Counterparts. This Agreement may be executed in any number of counterparts each of which when taken alone shall constitute an original instrument and when taken together shall constitute but one and the same Agreement.

[Signatures on Next Page]

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IN WITNESS WHEREOF, Pointe and SPGF have caused this Agreement to be signed by their respective duly authorized officers and delivered as of the date first set forth above.


**SURVIVING CORPORATION:**

The South Financial Group Foundation  
A South Carolina nonprofit corporation

By:   
Name: Elizabeth P. Stall  
Title: Authorized Board Member

**MERGING CORPORATION:**

Pointe Charitable Foundation, Inc.  
A Florida nonprofit corporation

By:   
Name: R. Carl Palmer, Jr.  
Title: President

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