

Brandon Corporation
 Consolidation Agreement
 State of South Carolina,
 County of Greenville.

This Agreement of Consolidation made and entered into by, and on behalf of, Brandon Mills, a corporation created and existing under the laws of the State of South Carolina and having its principal place of business in the County of Greenville in said State, Woodruff Cotton Mills, a corporation created and existing under the laws of the State of South Carolina and having its principal place of business at Woodruff in the County of Spartanburg in said State and Poinsett Mills, a corporation created and existing under the laws of the State of South Carolina and having its principal place of business in the County of Greenville in said State,

Witnesseth:

Whereas,

(1) Heretofore on the 20th day of November, 1899, Brandon Mills was organized as a corporation under the laws of the State of South Carolina with an authorized capital stock of \$300,000.00, which was later increased to \$1,750,000.00, the charter of said corporation being duly recorded in the office of the Register of Mense Conveyances for Greenville County in Volume D.D.D. Page 814.

(2) Heretofore on the 10th day of March, 1909, Woodruff Cotton Mills was organized as a corporation under the laws of South Carolina with an authorized capital stock of \$250,000.00 which was later increased to \$1,000,000.00, the charter of said corporation being duly recorded in the office of the Clerk of Court for Spartanburg County in Charter Book No. 1 Page 180.

(3) Heretofore on the 1st day of April, 1910, Poinsett Mills was organized under the laws of South Carolina with an authorized capital stock of \$600,000.00, the charter of said corporation being duly recorded in the office of the Register of Mense Conveyances for Greenville County in Volume 36, page 294.

Now, Therefore, by and on behalf of Brandon Mills, Woodruff Cotton Mills and

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See Amendment of Charter See Book 175 Page 147.

Poinsett Mills, it is hereby agreed that as soon as this Agreement of Consolidation shall have been ratified and approved by the stockholders of each of said constituent corporations representing a majority of the outstanding shares of stock of each of said corporations respectively, and this Agreement of Consolidation shall have been filed in the office of the Secretary of State, and a certified copy thereof shall have been filed for record in the Counties of Greenville and Spartanburg, South Carolina, as required by law, the said Brandon Mills, Woodruff Cotton Mills, and Poinsett Mills shall be, and become, consolidated into one corporation pursuant to the provisions of an act of the General Assembly of the State of South Carolina entitled "An Act to Authorize and Provide for the Merger or Consolidation of Corporations and to Define the Powers and Duties, rights and liabilities thereof when merged or consolidated," approved April 14, 1925 (34 Statutes 246) upon the terms and subject to the conditions and provisions hereinafter set forth:

1. The name of the consolidated corporation hereby created shall be Brandon Corporation.
2. The principal place of business of said consolidated corporation shall be in the County of Greenville in the State of South Carolina.
3. The amount of the authorized capital stock of said consolidated corporation shall be ninety-five thousand (95,000) shares of the par value of One Hundred (\$100.00) Dollars each and sixty-eight thousand (68,000) shares without par value.
4. The consolidated corporation shall have and possess all the rights, privileges, powers and franchises of each of the said constituent corporations so consolidated, the general nature of the business which it proposes to do being substantially as follows, as set forth in the Charter of Woodruff Cotton Mills:

The manufacturing, spinning, weaving, dyeing, bleaching, finishing and selling of all goods of any kind, spun, woven, or made of cotton or wool, or of which cotton

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