

ARTICLES OF INCORPORATION
OF
GREENVILLE COUNTY FARMERS' COOPERATIVE

We, the undersigned, all of whom are residents and citizens of the State of South Carolina, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, with capital stock, under the provisions of the Cooperative Marketing Act of the State of South Carolina, sections 6499-6527 of the 1932 Code of Laws of South Carolina.

Article I.

The name of the association shall be the Greenville County Farmers' Cooperative.

Article II.

The association is formed for the following purposes:

To acquire and/or handle and market agricultural products or any of the products derived therefrom, of its members and to engage in any activity in connection with the marketing or selling of the agricultural products of its members, or with the harvesting, preserving, drying, processing, canning, packing, storing, handling, shipping or utilization thereof, or the manufacturing or marketing of the by-products thereof, or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies, or in the financing of the above enumerated activities, or in any one or more of the activities specified herein.

Article III.

This association shall have the following powers:

(a) To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members.

(b) To act as the agent or representative of any member or members in any of the activities mentioned in Article II hereof.

(c) To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the association or incidental thereto.

(d) To draw, make, accept, indorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this association is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the association.

(f) To cooperate with other similar associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and/or to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporation and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this association is formed, except such as are inconsistent with the express provisions of the act under which this association is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this association, all of which are hereby expressly claimed.

Article IV.

The association shall have its principal place of business in the County of Greenville, State of South Carolina.

Article V.

The term for which this association shall exist is 50 years from and after the date of its incorporation.

Article VI.

The number of directors of this association shall be not less than five (5), the number to be fixed in the by laws of the association, and for such terms as the by laws may provide.

Article VII.

Section 1. The capital stock of the association shall consist of 1500 shares divided into 1000 shares of common stock of the par value of \$10.00 per share, and 500 shares of preferred stock of the par value of \$10.00 per share.

Section 2. The common stock of this association may be purchased, owned and/or held only by producers who shall patronize the association in accordance with uniform terms and conditions prescribed thereby and only such persons shall be regarded as eligible members of the association.