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The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

JULIAN F. UPTON and J.C. UPTON, both of Greenville, S.C.,

did on the 9th day of June, 1948, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is UPTON REALTY, INC.

THIRD: That the principal place of business is GREENVILLE, S.C.

FOURTH: That the general nature of the business which it is proposed to do is to buy, sell, trade, improve, sub-divide, mortgage and handle real estate in such manner and with such powers as are ordinarily vested in and incident to a real estate business.

FIFTH: That the amount of the capital stock is Five Thousand (\$5,000.00) - - - - - Dollars payable in cash or its equivalent.

SIXTH: That the number of shares into which the capital stock is divided is fifty (50) of the par value of One Hundred (\$100.00) - - - - - Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 8th day of June, 1948, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Julian F. Upton and J.C. Upton

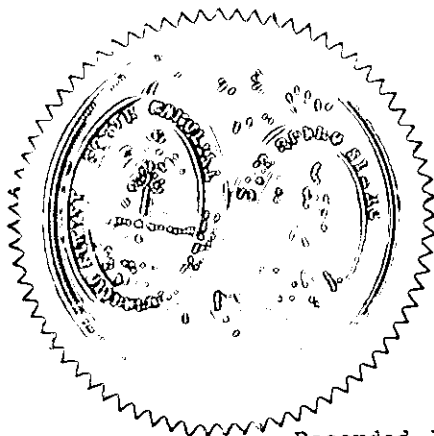
EIGHTH: That subsequently there was elected as President, Julian F. Upton ; as Vice-President, J.C. Upton ; as Secretary, J.C. Upton ; as Treasurer, Julian F. Upton

NINTH: That all requirements of Article 2, Chapter 153, Code of Laws of South Carolina, 1932, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in Greenville Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, W. P. BLACKWELL, Secretary of State, by virtue of the authority in me vested by the afore-said Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia, this 9th day of June in the year of our Lord one thousand nine hundred and forty-eight and in the one hundred and seventy-second year of the Independence of the United States of America.

W.P. Blackwell Secretary of State.



Recorded June 10th, 1948 at 10:45 A. M. #12691