

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS, H. E. RUNGE, W. B. PERRIN, J. F. HOWARD AND K. E. FRYFOGLE all of Greenville, S. C.

did on the 25th. day of January, 1951, 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 BRANDON STORES, 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 conduct and carry on a general retail business, both cash and credit, handling groceries, produce, meats, dry goods, clothing, hardware, furniture, household appliances and other general items; To operate service stations, barber shops, beauty parlors, canteens and lunch rooms; to buy, sell, mortgage, lease and improve real estate; to sell or otherwise trade in securities of any description; and to do any and all things necessary or incidental thereto.

FIFTH: That the amount of the capital stock is One Hundred Thousand (\$100,000.00) - - Dollars payable in merchandise and/or cash.

SIXTH: That the number of shares into which the capital stock is divided is One Thousand (1,000) of the par value of One Hundred (\$100.00) - - - - - Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 22nd. day of January, 1951, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: F. E. Grier, C. R. Walters, H. E. Runge, W. B. Perrin, J. F. Howard and K. E. Fryfogle

EIGHTH: That subsequently there was elected as President, J. F. Howard; as Vice-President, H. E. Runge; as Secretary, K. E. Fryfogle; as Treasurer, J. F. Howard

NINTH: That all requirements of Article 2, Chapter 153, Code of Laws of South Carolina, 1942, 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 The Greenville Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid 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 25th. day of January in the year of our Lord one thousand nine hundred and fifty-one and in the one hundred and seventy-fifth year of the Independence of the United States of America.

[Handwritten signature of O. Frank Thornton]

Secretary of State.

