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The State of South Carolina,
EXECUTIVE DEPARTMENT

CHARTER
BY THE SECRETARY OF STATE

1002

WHEREAS, ~~Oct~~ 19th 53 J. M. PERRY AND D. B. CLEVELAND
both of Greenville, S. C.

did on the 9th day of October, 19 53, 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 FLORENCE (S. C.) THOM MCAN, 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 as follows:

- (a) To manufacture, buy, sell and generally deal in shoes, apparel and accessories of every nature and description and in goods, wares and merchandise of every other kind and description; and
- (b) As principal to purchase, take on lease or sublease and otherwise acquire, use and generally deal in and with retail shoe stores and other real estate of every other kind and description, and any interests and rights therein.

FIFTH: That the amount of the capital stock is One Hundred (100) shares, all of which shall be without nominal or par value and shall be payable in money or in ~~labor or property~~ ^{payable} at the consideration fixed from time to time by the Board of Directors.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100) ~~shares~~ without nominal or par value. Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 7th day of October, 19 53, at which a majority of all stock in value being present in person or by proxy, the following were elected directors:

D. B. Cleveland, J. M. Perry, L. P. Gilliam and Thomas K. Johnstone, Jr.

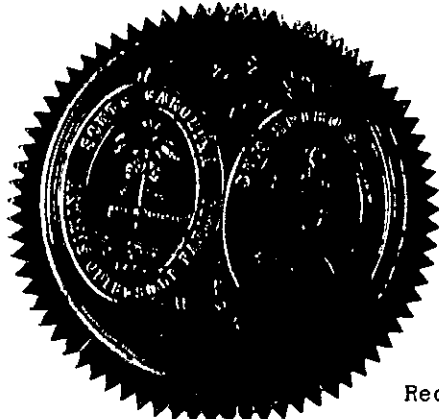
EIGHTH: That subsequently there was elected as President, L. P. Gilliam ;
as Vice-President, William Girdner ; as Secretary, Joel E. Fisher ;
as Treasurer, H. A. Brodin ; as Assistant Treasurer, Frank Sokol
and Harold Christianson; and as Assistant Secretary, H. A. Brodin

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, 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, 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 9th day of October in the year of our Lord one thousand nine hundred and fifty-three and in the one hundred and seventy-eighth year of the Independence of the United States of America.

O. Frank Thornton
Secretary of State.



Recorded October 19th, 1953 at 4:38 P.M. #22904