

THE STATE OF SOUTH CAROLINA

EXECUTIVE DEPARTMENT

1714

By the Secretary of State

Whereas, J. K. DAVIS, B. M. EDWARDS, ALESTER G. FURMAN, JR., B. CALHOUN HIPPI, FRANCIS M. HIPPI, HERMAN N. HIPPI, JOHN I. SMITH, W. W. MCEACHERN, H. T. MILLS, FRANK O. SHERRILL, ROBERT S. SMALL, and J. P. WILLIAMSON

LIBERTY LIFE INSURANCE COMPANY (Greenville, S. C.)

a majority of the Board of Directors of

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 3rd day of November, A. D. 1905.

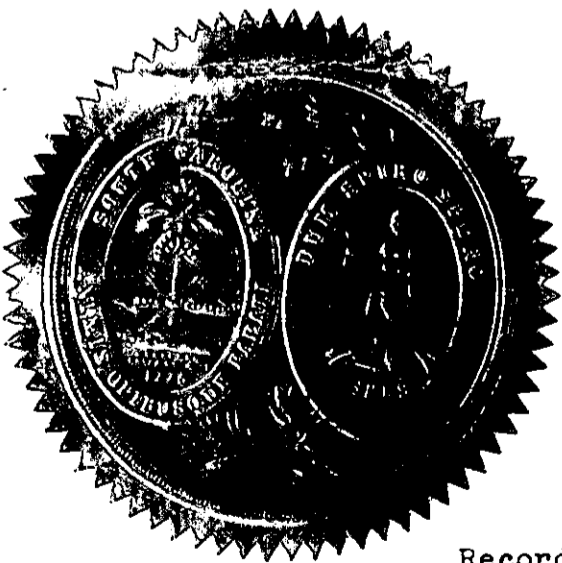
HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation to amend the By-laws and Charter of the corporation so as to provide for an authorized Capital Stock of \$5,000,000.00 divided into 2,500,000 shares of the par value of \$2.00 each as follows:

- 1,250,000 shares without any restrictions or limitations
1,250,000 shares of non-voting stock limited and restricted as follows:
(1) The holder thereof shall have no voting rights whatsoever.
(2) Any stock dividends to be paid in stock of the same class.
(3) In all other respects said stock to be on a parity with all other Capital Stock.

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 7, Article 1, Code of Laws of South Carolina, 1952, and all amendments thereto.

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1952, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia, this 28th day of October, in the year of our Lord One Thousand nine hundred and 59 and in the one hundred and 84th year of the Independence of the United States of America.



O. Frank Thornton, Secretary of State.

Recorded October 30th, 1959 at 3:18 P. M. #13112

For Original Charters See Book 1 Page 199.