

The State of South Carolina, EXECUTIVE DEPARTMENT, CHARTER BY THE SECRETARY OF STATE

WHEREAS, N. Q. CLINE and MARTHA ANNE CLINE both of Greenville, South Carolina.

did on the 22nd day of September, 1961, 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 THE CLINE CO.

THIRD: That the principal place of business is 5 Atwood Street, Greenville, South Carolina

FOURTH: That the general nature of the business which it is proposed to do is for the purpose of wholesale, retail, manufacture and assembly of automotive, industrial and allied products; to own, buy, sell, mortgage or otherwise deal in real property; to buy, sell or otherwise deal in stocks, bonds, debentures, mortgages, chattels and securities of every kind or nature and to do any and all other acts authorized by a business corporation under the laws of the State of South Carolina.

FIFTH: That the amount of the capital stock is Twenty-five Thousand (\$25,000.00)-----Dollars payable cash and merchandise

SIXTH: That the number of shares into which the capital stock is divided is Two Thousand Five Hundred(2,500) of the par value of Ten (\$10.00)-----Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 12th day of September, 1961, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: N. Q. Cline and Martha Anne Cline

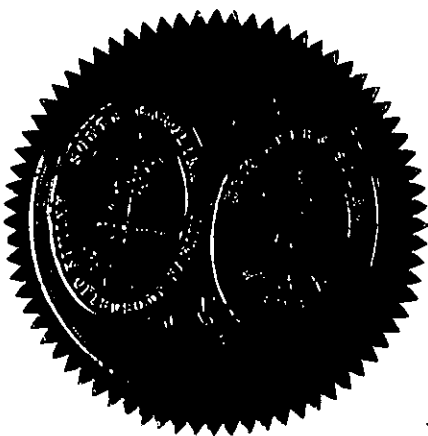
EIGHTH: That subsequently there was elected as President, N. Q. Cline; as Vice-President, Martha Anne Cline; as Secretary, Martha Anne Cline; as Treasurer, N. Q. Cline

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 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 22nd day of September in the year of our Lord one thousand nine hundred and 61 and in the one hundred and 86th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded September 25th, 1961 at 2:28 P.M. #7899