

THE STATE OF SOUTH CAROLINA, } BY THE SECRETARY OF STATE.

EXECUTIVE DEPARTMENT.

WHEREAS, T. Oregon, Lawton, A. C. Mann, Jack D. Parker, L.O. Patterson, L.P. Hollis, John T. Woodside, F. E. Major, W. T. Dupree, J. B. Ricketts, J. G. Haley, W. Lewis Salentine,

Julia D. Charles and A. K. Park,

a majority of the Board of Directors of Pioneer Life Insurance Company,

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 18th day of February A. D. 1928, amending the charter by striking out the amendment granted June 14, 1928, and inserting in lieu thereof the following:

The total number of shares into which the authorized guaranty capital stock is divided is

HAVE CERTIFIED, over their signatures, resolutions authorizing in behalf of the aforesaid Corporation 100,000 shares having no nominal or par value; all of the present issued and outstanding shares of stock, having a par value of ten dollars (\$10.00) each, to be exchanged for shares having no par value, at the rate of one share of such stock without par value for each such share of ten dollars (\$10.00) par value. The shares of stock without par value, which shall be exchanged for the presently issued and outstanding par value stock, shall be entitled to participate in the earnings of the Company at the rate of \$1.20 per share, per annum, and such participation shall be cumulative, so that in the event any payment or payments of dividends are deferred, the Directors shall authorize, declare and pay any arrears of such deferred dividend, without interest, at any time when in their judgment the earnings of the Company shall so warrant. The current dividends shall be payable semi-annually on January 1st and July 1st in each year, said stock, or any part thereof, may be retired at the option of the directors by giving sixty days' written notice to the shareholders of record, by paying twenty-five (\$25.00) dollars per share, with all unpaid and accrued dividends, if any. In case the corporation shall at any time retire less than the whole of such stock, such retirement shall be made (a) by lot, or (b) by purchase at not exceeding twenty-five (\$25.00) dollars per share, or (c) pro rata, provided that if the retirement of the proportion of the stock of any stockholder would require the retirement of a fraction of a share, the corporation shall retire the whole of such share. The board of directors shall determine the manner in which said stock shall be retired.

The corporation may use and apply its earned surplus or accumulated profits to the purchase or acquisition of its own capital stock from time to time and to such extent and on such terms as its board of directors shall determine, provided that shares of its own stock belonging to the corporation shall not be voted directly or indirectly.

The board of directors of said corporation is hereby vested with full power and authority to determine the price at which any of the shares of the authorized capital stock shall be issued by the corporation in the future and to determine the rights, limitations and restrictions which may be placed on any shares of such stock so issued, and said shares shall be issued from time to time by the corporation, for such consideration and with such rights, limitations and restrictions as may be fixed from time to time by the board of directors.

When all of the outstanding capital stock of the corporation shall have been retired, the corporation shall then and thereafter have no capital stock, but the full ownership, management and control of the Company shall thereupon become vested in and thereafter belong exclusively to and be exercised by its policyholders through such officers and agents as may be elected by them.

(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' published 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 Section 4318 1928 Code of Laws of South Carolina, 1928 and all amendments thereto.

NOW, THEREFORE, I, W. P. Blackwell, Secretary of State, by virtue of the authority in me vested by Chapter XXXI of the Code of Laws of South Carolina, 1928, and amendments thereto, and all Acts or parts of Acts me thereto enabling, 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 4th day of March in the year of our Lord one thousand nine hundred and thirty two and in the one hundred and fifty sixth year of the Independence of the United States of America.



W. P. Blackwell, Secretary of State.

Recorded May 11th, 1928, at 4:05 P. M.

END OF Doc.

In Charter to this Amendment see Deed Book 100, page 397.

THE STATE OF SOUTH CAROLINA, } BY THE SECRETARY OF STATE.

EXECUTIVE DEPARTMENT.

WHEREAS, R. R. Bishop and E. J. Bishop,

a majority of the Board of Directors of Hillhouse - Bishop Tire Company,

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 14th day of May A. D. 1928

HAVE CERTIFIED, over their signatures, resolutions authorizing in behalf of the aforesaid Corporation changing the name of the corporation to Bishop Tire Company, Inc.

(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' published 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 Section 4318 1928 Code of Laws of South Carolina, 1928 and all amendments thereto.

NOW, THEREFORE, I, W. P. Blackwell, Secretary of State, by virtue of the authority in me vested by Chapter XXXI of the Code of Laws of South Carolina, 1928, and amendments thereto, and all Acts or parts of Acts me thereto enabling, 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 17th day of May in the year of our Lord one thousand nine hundred and thirty two and in the one hundred and fifty sixth year of the Independence of the United States of America.



W. P. Blackwell, Secretary of State.

Recorded May 18th 1928, at 2:45 P. M.

END OF Doc.

In Charter to this Amendment see Deed Book 124, page 173.