

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS,

A. L. ZIPPERER, JR., and CLARENCE S. HENLINE

both of

126 Laurens Road, Greenville, S. C.

did on the 11th day of July, 19 61, 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 LIVINGSTON-ZIPPERER-HENLINE CO., INC.

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

FOURTH: That the general nature of the business which it is proposed to do is to engage in the business of brokers in canned goods, feeds, staples and other products incidental to the grocery business and to act as manufacturers agents for all types of products and commodities and do all things incidental to the prosecution of such a business.

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FIFTH: That the amount of the capital stock is Five Thousand (\$5,000.00)-----Dollars payable in cash

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100) shares of the par value of Fifty(\$50.00) each-----Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 28th day of June, 19 61, at which a majority of all stock in value being present in person or by proxy, the following were elected directors:

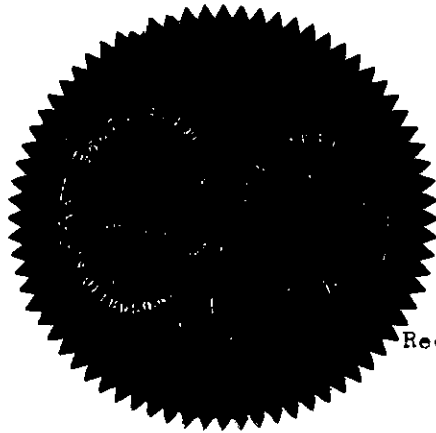
A. L. Zipperer, Jr., and Clarence S. Henline

EIGHTH: That subsequently there was elected as President, A. L. Zipperer, Jr.; as Vice-President, ; as Secretary, Clarence S. Henline ; as Treasurer, Clarence S. Henline

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 11th day of July 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 July 12th. 1961, at 10:55 A.M., #1456.

For Amendment of Charter See Deed Book 699 Page 176.