

Issue.

The original issue shall be limited to 68,000 shares of Class A Common stock of the par value of One Hundred (\$100.00) Dollars each and 68,000 shares of Class B Common stock without par value. Additional shares may be issued from time to time, provided, however, that Class A Common stock shall not be issued nor sold for less than par in cash or property, and provided, further, that Class B Common stock shall not be issued in excess of the number of shares of Class A Common stock issued.

Retirement.

The corporation shall have the right at any time, on giving sixty (60) days notice, to retire any or all of the Class A Common stock, upon paying One Hundred and Twenty (\$120.00) Dollars per share plus an amount sufficient when added to the aggregate of regular dividends theretofore paid, to equal 6% per annum from the date of issue to the date of retirement. In their discretion, the directors may purchase, at any time, at market price, not exceeding, however, One Hundred and Twenty (\$120.00) Dollars per share, any portion of the Class A Common stock and retire the same.

Voting.

Except as provided with reference to the preferred stock, only the holders of Class B Common stock shall be entitled to vote at any meeting of stockholders.

Right to Subscribe.

The holders of Class A Common stock shall not, by reason of their holdings of such stock, be entitled to subscribe to any new or additional issues of stock.

6. The basis of exchange shall be as follows:

(a) For each share of Preferred stock of Brandon Mills, the holder shall be entitled to one share of Preferred stock of Brandon Corporation. Any Preferred stock of Brandon Mills not so exchanged shall be called and retired in accordance with its terms.

(b) For each share of Common stock of Brandon Mills, the holder shall be entitled to receive two and twenty-three one hundredths

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(2 and 23/100) shares of Class A Common stock and two and twenty-three one hundredths (2 and 23/100) shares of Class B Common stock of Brandon Corporation.

(c) For each share of stock of Woodruff Cotton Mills, the holder shall be entitled to receive one and thirty-five one hundredths (1 and 35/100) shares of Class A Common stock and one and thirty-five one hundredths (1 and 35/100) shares of Class B Common stock of Brandon Corporation.

(d) For each share of stock of Poinsett Mills, the holder shall be entitled to receive ninety-three one hundredths (93/100) of a share of Class A Common stock and ninety-three one hundredths (93/100) of a share of Class B Common stock of Brandon Corporation.

7. Upon the consolidation each holder of stock in each of the said constituent corporations, Brandon Mills, Woodruff Cotton Mills and Poinsett Mills, shall be entitled to his proportionate part of the stock of the said consolidated corporation determined upon the basis hereinbefore stated and shall be entitled, upon the due endorsement and surrender of his certificate or certificates of stock of each and all of the said constituent corporations, to receive a certificate or certificates for such shares of the stock of the consolidated corporation as he may be entitled to on the basis hereinbefore stated. Fractional shares will not be issued. Where a stockholder of any of the constituent corporations would be entitled to receive a fractional share of Class A Common stock and a fractional share of Class B Common stock on the basis hereinabove stated, he shall have the option of purchasing an additional fractional of Class A Common stock and an additional fraction of Class B Common stock on the basis of \$101.00 for a whole share of Class A Common stock and a whole share of Class B Common stock. This option, however, may be exercised only within such time and upon such terms as may be fixed by the Board of Directors of the consolidated corporation. If not so exercised the stockholder shall be entitled to receive only the cash equivalent of the fractional share to which he was entitled on the basis of \$101.00 for a whole share of

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