

THE STATE OF SOUTH CAROLINA,)
EXECUTIVE DEPARTMENT)
WHEREAS,)

CHARTER
BY THE SECRETARY OF STATE

W. Francis Marion and W. M. Kavanaugh,

did on the 18th. day of August, 1945, 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 TOPPS SHOE STORE OF SOUTH CAROLINA, INC.,
- THIRD: That the principal place of business is GREENVILLE, S. C.
- FOURTH: That the general nature of the business which it is proposed to do is.

To operate and maintain one or more stores or chains of stores for the purpose of selling, at wholesale or retail, or in any other manner dealing in boots, shoes, rubbers, over-shoes, leggings, puttees, slippers, dancing pumps, sandals, over-gaiters, spats, moccasins, in-soles, canvas and rubber footwear, and any and all kindred products, including leather goods of every description, shoe and polishing brushes, shoe trees, lasts, shoe stretchers, buckles, laces and other fastenings, blacking, pastes, polishes, varnishes, whiting compounds, and other preparations for boots, shoes, leather and canvas.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and personal property of every class and description, including but not limited to the items specified in the preceding paragraph, both at wholesale and retail.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names relating to or useful in connection with any business of this corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, county, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow money for the purpose of carrying out the objects of the corporation and from time to time, without limit as to amount, to make, accept, endorse and issue promissory notes, bonds and other evidences of debt and to secure the payment of any of its obligations by mortgage or deed in trust on all or any of its property and franchises, both real and personal.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in South Carolina and any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

For Amendment of Charter See Deed Book 291 Page 108.