

To subscribe for, purchase or otherwise acquire, invest or become interested in, hold, sell, mortgage, pledge or otherwise dispose of all forms of securities, including stocks, bonds, debentures, notes and other obligations or evidences of indebtedness of other corporations, domestic or foreign, and to deal in and deal with the same, and to issue in exchange therefor or in payment thereof its own stock, bonds or other obligations or securities, as well as any other property, or otherwise to pay therefor.

To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets, and to assume or otherwise provide for the discharge of all or any part of the liabilities of any corporation, domestic or foreign, association, partnership, individual or others; to take over as a going concern and continue any business so acquired and to pay for such proportion of business in cash, stocks, bonds, debentures, or other obligations or securities of the corporation or otherwise.

To conduct its business in all or any of its branches, so far as may be permitted by law, in the State of South Carolina or other States, the District of Columbia, the territories, colonies and dependencies of the United States and in foreign countries and places, and to have one or more offices out of the State of South Carolina, and to purchase, acquire, lease, hold, possess, improve, develop, use and enjoy, mortgage, convey, transfer or otherwise dispose of real and personal property either within or without the State of South Carolina, and in connection with any such purchase or acquisition to assume any mortgage on or liability in respect of any property so purchased or acquired.

To do all and everything necessary, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects hereinbefore enumerated or incidental to the powers herein set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation either as holder of or as interested in any property or otherwise;

and

WHEREAS, FAIRBANKS COMPANY is a corporation duly organized and existing under the laws of the State of South Carolina, with its principal place of business at Cloverdale, in the County of Spartanburg, State of South Carolina, with an authorized capital stock of two million, one hundred thousand and 00/100 (\$2,100,000.00) dollars divided into twenty-one thousand (21,000) shares of Common Stock of the