

STATE OF SOUTH CAROLINA

COUNTY OF

I, A. M. Smith, Secretary of Greenville Bargain House, organized under the general laws of the State of South Carolina, hereby certify that the foregoing agreement, was on the 4th day of April, 1955, submitted to the stockholders of said corporation at a meeting called for the purpose of considering the same, notice thereof having been given and publication thereof having been duly made as required by law, and that a majority (or more) of all the outstanding stock of each class was voted to approve such merger and consolidation.

Witness my hand and the seal of Greenville Bargain House, this the 4th day of April, 1955.

x A. M. Smith
Secretary
Greenville Bargain House

STATE OF SOUTH CAROLINA

COUNTY OF

I, J. A. Ellison, Secretary of Belk-Simpson Company, organized under the general laws of the State of South Carolina, hereby certify that the foregoing agreement, was on the 4th day of April, 1955, submitted to the stockholders of said corporation at a meeting called for the purpose of considering the same, notice thereof having been given and publication thereof having been duly made as required by law, and that a majority (or more) of all the outstanding stock of each class was voted to approve such merger and consolidation.

Witness my hand and the seal of Belk-Simpson Company, this the 4th day of April, 1955.

J. A. Ellison
Secretary
Belk-Simpson Company

(SEAL)

In witness whereof, Greenville Bargain House and Belk-Simpson Company each has caused this instrument to be signed in its name by its president and secretary under its corporate seal.

GREENVILLE BARGAIN HOUSE

By *W. H. B. Simpson*
W. H. B. Simpson, President

x A. M. Smith
A. M. Smith, Secretary

BELK-SIMPSON COMPANY

By *W. H. Belk, Jr.*
W. H. Belk, Jr., President

J. A. Ellison
J. A. Ellison, Secretary

(SEAL)