

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

RICHARD S. CARNES and GERONE B. CARNES both of Greenville, S. C.

GREENVILLE, S. C.

JUL 20 11 05 AM '59

did on the 18th day of July, 19 59, 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 GERONES, 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 buy, sell, distribute and deal in clothing and wearing apparel of every description, and any and all materials and articles required for, or used or useful in connection with all or any of the objects aforesaid and the performing of all other acts which may be incidental to the proper carrying on of said clothing and apparel business, including the buying and selling of real estate.

FIFTH: That the amount of the capital stock is Twenty Thousand (\$20,000.00)----- Dollars payable in cash.

SIXTH: That the number of shares into which the capital stock is divided is Two Hundred (200) of the par value of One Hundred (\$100.00)----- Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 15th day of July, 19 59, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Richard Smith Carnes, and Gerones B. Carnes

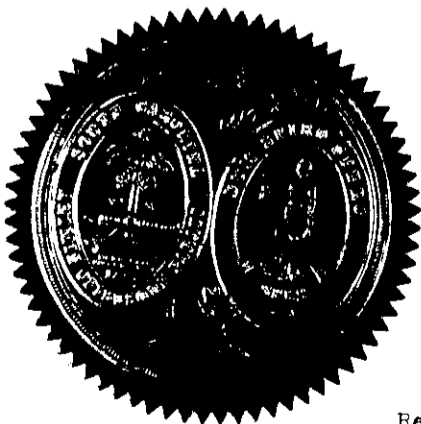
EIGHTH: That subsequently there was elected as President, Richard Smith Carnes ; as Vice-President, Gerone B. Carnes ; as Secretary, Gerone B. Carnes ; as Treasurer, Richard Smith Carnes

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 18th day of July in the year of our Lord one thousand nine hundred and fifty-nine and in the one hundred and eighty-fourth year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded July 20th, 1959 at 11:05 A.M. #2479