

The State of South Carolina,
EXECUTIVE DEPARTMENT

CHARTER
BY THE SECRETARY OF STATE

WHEREAS,

JOHN E. CARBAUGH and HERMAN E. COX

both of

GREENVILLE, S. C.

Greenville, S. C.

OCT 23 3 53 PM 1959

did on the 21st day of October, 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 ATLAS OIL COMPANY OF S. C., 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, and otherwise deal in gasoline, oil, lubricants and all other petroleum products; all types of automotive equipment and supplies; to buy, sell and lease real estate and personal property; to own, operate and lease service stations and to do all other things necessary or desirable to carry out any and all of the foregoing; and to do any and all other acts and things corporations are permitted by law to do or perform.

FIFTH: That the amount of the capital stock is One Thousand (\$1,000.00)----- Dollars payable in cash or equivalent.

SIXTH: That the number of shares into which the capital stock is divided is One Thousand (1,000) of the par value of One (\$1.00)----- Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 19th day of October, 19 59, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: John E. Carbaugh and Herman E. Cox

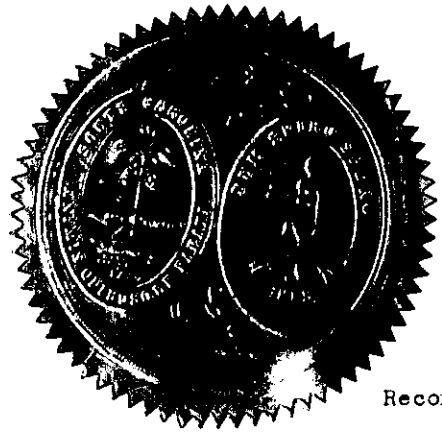
EIGHTH: That subsequently there was elected as President, John E. Carbaugh ; as Vice-President, Herman E. Cox ; as Secretary, Herman E. Cox ; as Treasurer, John E. Carbaugh

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 21st day of October 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 October 23rd, 1959 at 3:38 P.M. #12427

For increase of Capital Stock See Deed Book 640 Page 399

State of South Carolina
Executive Department

Pursuant to law the capital stock of the within corporation has been this day been increased to the sum of \$300,000.00 three hundred thousand dollars, divided into three hundred thousand shares of the par value of \$1.00 one dollar each.
Given under my Hand and the seal of the State of South Carolina