

The State of South Carolina,

EXECUTIVE DEPARTMENT

**CHARTER
BY THE SECRETARY OF STATE**

WHEREAS,

A. E. PENNEBAKER, 16 Coventry Lane, Greenville, S. C. FILED
GREENVILLE CO. S. C.
MAY 25 11 35 AM 1960

and

J. F. BRANNOCK, Route #7, Greenville, S. C.

did on the 24th day of May, 1960, 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 **CAROLINA OUTLET STORES, INC.**

THIRD: That the principal place of business is 1804 Easley Bridge Road, GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is engage in the retail and wholesale sale of merchandise and all other acts authorized by law.

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 Thousand (2,000)** of the par value of **Ten (\$10.00)**-----Dollars.SEVENTH: That, after due notice, a meeting of the subscribers was held on the **23rd** day of **May**, 1960, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: **A. E. Pennebaker, George Ann Pennebaker, J. F. Brannock and Louise J. Brannock**EIGHTH: That subsequently there was elected as President, **A. E. Pennebaker**; as Vice-President, **Louise J. Brannock**; as Secretary, **J. F. Brannock**; as Treasurer, **George Ann Pennebaker**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 **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 **24th** day of **May**in the year of our Lord one thousand nine hundred and **60** and in the one hundred and **84th** year of the Independence of the United States of America.

O. Frank Thornton
Secretary of State.

Recorded May 25th, 1960 at 11:35 A. M. #32249