

The State of South Carolina, EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS, T. S. Hartness and Edna G. Hartness of Greenville, South Carolina

did on the 9th day of May, 1962, 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 HARTNESS, INC.

THIRD: That the principal place of business is Greenville, South Carolina (Mailing address: P. O. Box 2248, Greenville, S. C.)

FOURTH: That the general nature of the business which it is proposed to do is own and operate soft drink bottling plants; acquire, lease, sell and otherwise deal in real estate; acquire, lease and sell soft drink and food vending machines and other similar appliances or commodities.

FIFTH: That the amount of the capital stock is Four Hundred Thousand (\$400,000.00)-----Dollars payable cash or its equivalent

SIXTH: That the number of shares into which the capital stock is divided is Four Thousand(4000) of the par value of One Hundred (\$100.00)-----Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 8th day of May, 1962, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: T. S. Hartness and Edna G. Hartness

EIGHTH: That subsequently there was elected as President, T. S. Hartness ; as Vice-President, ; as Secretary, Edna G. Hartness ; as Treasurer, T. S. Hartness

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 9th day of May in the year of our Lord one thousand nine hundred and 62 and in the one hundred and 86th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded May 10th, 1962 at 8:46 A.M. #27727

For Decrease of Capital Stock See Deed Book 702 Page 375.

State of South Carolina Executive Department Pursuant to law the Capital Stock of the within Corporation has this day been decreased to the sum of \$300,000 - Three Hundred Thousand Dollars, divided into three thousand (3,000) shares of the par value of \$100.00 one hundred Dollars each.