action or proceeding for the enforcement of payment of any such obligation, and designates its office at Spartanburg, South Carolina, as the address to which a copy of such process or notice shall be mailed by the Secretary of State of South Carolina; PROVIDED, that said Reeves Brothers, Inc. may later designate in writing a different address for such purpose.

VI.

That pursuant to the Laws of the State of New York, at a meeting of the Board of Directors of Reeves Brothers, Inc., duly called and held on the 16th day of May, 1957, the following resolutions were adopted:

"WHEREAS, this Corporation, Reeves Brothers, Inc., now owns more than ninety-five per cent. (95%) of the outstanding shares of capital stock, all of which is of one class, of Reeves Brothers, Incorporated, and will acquire the remaining outstanding shares prior to July 1, 1957, the date of the proposed merger into itself of Reeves Brothers, Incorporated, a stock corporation organized under the laws of the State of South Carolina and authorized to engage in business similar or incidental to the business which this Corporation is authorized to engage in, and it is deemed expedient that this Corporation shall acquire and become and be possessed of all the estate, property, rights, privileges and franchises of the said Reeves Brothers, Incorporated;

NOW, THEREFORE, BE IT RESOLVED:

That said Reeves Brothers, Incorporated be merged into Reeves Brothers, Inc. and that Reeves Brothers, Inc. assume all the former's obligations; and

BE IT FURTHER RESOLVED, that the President or a Vice President, and the Secretary or Treasurer of this Corporation, be and they hereby are authorized to execute in the name and under the seal of this Corporation, a certificate of such ownership and of the adoption of this preamble and of these resolutions, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of New York; and

BE IT FURTHER RESOLVED, that the officers of this Corporation be and they are hereby empowered and directed to do all other acts and things what-

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