

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT WHEREAS,

RICHARD A. PROCTOR and MARGARET B. PROCTOR both of Greenville, S. C.

did on the 23rd day of September, 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 PROCTOR'S OF GREENVILLE, 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 operate and engage in the retail merchandising of shoes and various and sundry types of apparel, notions and more generally to deal in the normal business of retail merchandising and further to engage in any business enterprise and activity which is not prohibited or denied corporations in general under the laws of the State of South Carolina.

FIFTH: That the amount of the capital stock is Ninety Thousand (\$90,000.00) Dollars payable in cash.

SIXTH: That the number of shares into which the capital stock is divided is Nine Hundred (900) of the par value of One Hundred (\$100.00) Dollars.

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

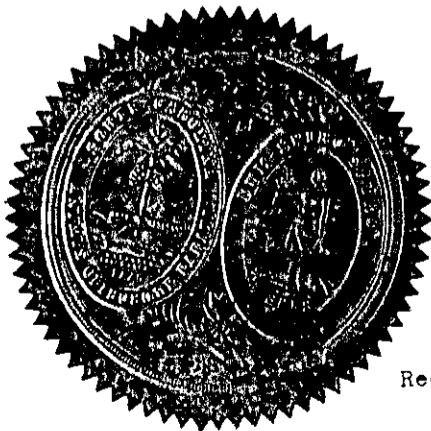
EIGHTH: That subsequently there was elected as President, Richard A. Proctor as Vice-President, Margaret B. Proctor as Secretary, Margaret B. Proctor as Treasurer, Richard A. Proctor

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 23rd day of September 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 September 24th, 1959 at 3:56 P.M. #9503