

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS, W. LEO CLONINGER AND JANIE D. CLONINGER

BOTH OF GREER, SOUTH CAROLINA

did on the 26th. day of November, 19 60, 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 CLONINGER MOTORS

THIRD: That the principal place of business is GREER, SOUTH CAROLINA

FOURTH: That the general nature of the business which it is proposed to do is to operate a new and used car establishment, and to do all other things usually engaged in and incidental to a business of this nature and character.

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FIFTH: That the amount of the capital stock is Fifteen Thousand (\$15,000.00)-----Dollars payable in cash or its equivalent.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred Fifty (150) of the par value of One Hundred (\$100.00)-----Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 22nd. day of November, 19 60, at which a majority of all stock in value being present in person or by proxy, the following were elected directors:

W. Leo Cloninger and Janie D. Cloninger

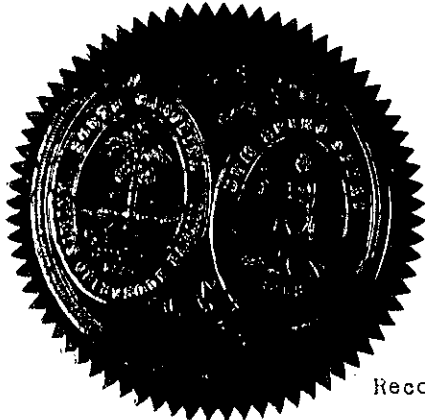
EIGHTH: That subsequently there was elected as President, W. Leo Cloninger ; as Vice-President, Janie D. Cloninger ; as Secretary, Janie D. Cloninger ; as Treasurer, W. Leo Cloninger

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 26th. day of November in the year of our Lord one thousand nine hundred and Sixty and in the one hundred and eighty-fifth year of the Independence of the United States of America.



O Frank Thornton Secretary of State.

Recorded November 30th, 1960 at 4:34 P.M. #14113