

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS, J. M. Perry and Frank P. McGowan, Jr. both of Greenville, South Carolina

FILED GREENVILLE CO. S.C. DEC 6 4 47 PM 1961 OLLIE FAYNSWORTH R.M.C.

did on the 5th day of December, 19 61, 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 SPARTANBURG VILLAGE THOM MCCAN, INC.

THIRD: That the principal place of business is 409 E. North Street, Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to buy, sell and generally deal in shoes, hosiery, footwear, apparel, accessories, goods, wares and merchandise of every kind and description. To purchase, lease or otherwise acquire, hold, improve, sell, lease, mortgage and generally deal in lands and buildings and interests therein.

FIFTH: That the amount of the capital stock is One Hundred Shares (100) all of which shares shall be without par value, payable in money, or in labor or property at the consideration fixed from time to time by the board of directors

SIXTH: That the number of shares into which the capital stock is divided is One Hundred Shares (100) without nominal or par value

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 4th day of December, 19 61, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: J. M. Perry, K. L. Haynsworth, Jr., B. J. McGee, Frank P. McGowan, Jr., S. Burton

EIGHTH: That subsequently there was elected as President, B. J. McGee; as Vice-President, Frank P. McGowan, Jr.; as Secretary, J. M. Perry; as Treasurer, S. Burton

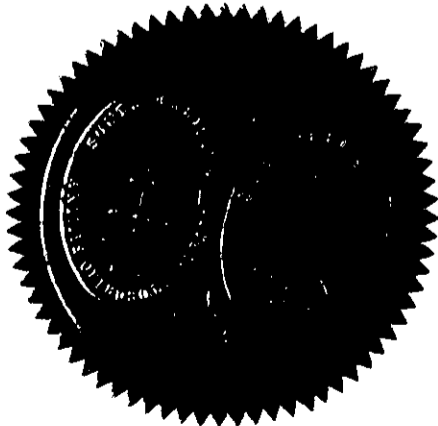
NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital 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 5th day of December in the year of our Lord one thousand nine hundred and 61 and in the one hundred and 86th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded December 6th, 1961 at 4:47 P.M. #14336

McAN, Correction made from the original Charter this 5-16-1962 Ollie Faynsworth R.M.C. Approved Frank P. McGowan Jr. attorney