

The State of South Carolina,

EXECUTIVE DEPARTMENT

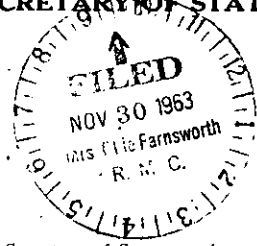
CHARTER BY THE SECRETARY OF STATE

WHEREAS,

L. F. Matthews and R. L. Kirkpatrick

of

162 Union Avenue, Memphis, Tennessee



did on the 26th day of November, 19 63, 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 DOWNTOWNER OF GREENVILLE, S. C., INC.

THIRD: That the principal place of business is Main and Oak Streets, Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to erect, repair, operate and maintain motel buildings, garages, and other structures; to conduct a general motel business, restaurant business, and to establish and maintain and operate tobacco counters, newsstands, novelty shops, barber shops, swimming pools, and other recreational and service facilities; to purchase, sell, lease, and otherwise deal in real estate to carry out the foregoing purposes; and to transact any other business incidental to the foregoing.

FIFTH: That the amount of the capital stock is One Thousand (\$1,000.00)-----Dollars payable in cash

SIXTH: That the number of shares into which the capital stock is divided is One Thousand (1,000) of the par value of no par value

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 15th day of November, 19 63, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: L. F. Matthews, D. M. Carothers, R. L. Kirkpatrick, Harold Matthews, James C. Berry

EIGHTH: That subsequently there was elected as President, L. F. Matthews; as Vice-President, R. L. Kirkpatrick, James C. Berry, Harold Matthews; as Secretary, D. M. Carothers; as Treasurer, D. M. Carothers; Asst. Sec.-Treas., Vincent W. Vorder Bruegge

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 26th day of November in the year of our Lord one thousand nine hundred and 63 and in the one hundred and 88th year of the Independence of the United States of America.



O. Frank Thornton Secretary of State.