

Woodruff Cotton Mills was duly held on the 17th day of April, 1928, after notice, stating the time, place and purpose of the meeting had been published once a week for four successive weeks in Spartanburg Herald, a newspaper published in the County of Spartanburg, South Carolina, and had been mailed to each stockholder at his last known address, more than twenty days prior to the date of the meeting; that by a resolution adopted by vote of the majority of the stock represented at said meeting so held the meeting was adjourned to the 22nd day of May, 1928; that at the time and place fixed by said resolution of adjournment, the adjourned meeting of the stockholders of said corporation was duly held; and that at said meeting so held the foregoing Agreement was read to the stockholders, and was considered by them pursuant to said notice, and a vote being taken, the votes of stockholders representing a majority of the outstanding stock entitled to vote were cast in favor of the adoption of the foregoing Agreement of Consolidation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said corporation this 22nd day of May, 1928.

H. B. Kilgore,
Secretary of Woodruff Cotton
Mills.

(Corporate Seal)

G. C. E. Hatch, Secretary of Poinsett Mills, do hereby certify that a meeting of the stockholders of said Poinsett Mills was duly held on the 17th day of April, 1928, after notice stating the time, place and purpose of the meeting had been published once a week for four successive weeks in Greenville News, a newspaper published in the County of Greenville, South Carolina, and had been mailed to each stockholder at his last known address, more than twenty days prior

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to the date of the meeting; that by a resolution adopted by vote of the majority of the stock represented at said meeting so held the meeting was adjourned to the 24th day of May, 1928; that at the time and place fixed by said resolution of adjournment, the adjourned meeting of the stockholders of said corporation was duly held; and that at said meeting so held the foregoing Agreement was read to the stockholders, and was considered by them pursuant to said notice, and a vote being taken, the votes of stockholders representing a majority of the outstanding stock entitled to vote were cast in favor of the adoption of the foregoing Agreement of Consolidation.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said corporation this 24th day of May, 1928.

C. E. Hatch,
Secretary of Poinsett Mills.

(Corporate Seal)

State of South Carolina,
County of Greenville.

Before me L. H. Carlisle, a Notary Public in and for the State of South Carolina, personally came Aug. W. Smith, to me personally known, and to me known to be the President of Brandon Mills, who, being by me duly sworn, did depose and say that he is, and at the time of executing the foregoing instrument was, President of Brandon Mills, and that C. E. Hatch is, and at the time of executing the foregoing instrument was, the Secretary of said Corporation; that he knows the corporate seal of said Corporation; that the seal affixed to the foregoing Agreement of Consolidation is the corporate seal of said Corporation; that it was affixed to the foregoing Agreement by authority of said Corporation, and that he as President, and C. E. Hatch as Secretary of said Corporation, signed the foregoing Agreement by like Authority. And the said Aug. W. Smith, President as aforesaid, acknowledged the execution of the fore-

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