

point an Assistant Secretary, an Assistant Treasurer, or other officer or officers of the corporation, who shall each have such general or special powers and authority and such duties as they or a majority of them shall approve.

XI

In case of a vacancy in the Board of Directors caused by death, resignation, or otherwise, the remaining members of the Board, by a majority vote thereof, may fill any such vacancy or vacancies, and the member or members of the Board so selected shall serve until the next annual meeting of the stockholders and until their successors are elected and qualified.

I, T. E. Eskew, do hereby certify that I am the duly elected, qualified and acting secretary of Sullivan-Markley Hardware Company; that a meeting of the stockholders of said Sullivan-Markley Hardware Company was duly held on November 8th, 1929, at the office of said Company at Greenville S.C., at ten o'clock A.M., after notice stating the time, place and object of the meeting had been published once a week for four successive weeks in The Greenville News, a newspaper published daily in the City and County of Greenville, South Carolina, and a copy of said notice had been mailed to each stockholder at his last known postoffice address more than twenty days prior to the date of the meeting, that I was present at said stockholders meeting in person, and at said meeting the foregoing agreement was read to the stockholders and was considered by them pursuant to said notice, and a vote by ballot in person or by proxy being taken for the adoption or rejection of same, the votes of the stockholders representing a majority of the outstanding shares of stock entitled to vote were cast for 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 8th day of November, 1929.

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my hand and affixed the seal of said corporation this 8th day of November, 1929.

(Corporate Seal of Sullivan-Markley Hardware Company) T. E. Eskew Secretary of Sullivan-Markley Hardware Company

I, S. B. Sullivan, do hereby certify that I am the duly elected, qualified and acting secretary of Sullivan Hardware Company; that a meeting of the stockholders of said Sullivan Hardware Company was duly held on November 8th, 1929, at the office of said Company at Anderson S.C., at 12 o'clock noon, after notice stating the time, place and object of the meeting, had been published once a week for four successive weeks in Anderson Daily Mail, a newspaper published daily in the City and County of Anderson, South Carolina, and a copy of said notice had been mailed to each stockholder at his last known post office address more than twenty days prior to the date of the meeting, that I was present at said stockholders meeting in person, and at said meeting the foregoing agreement was read to the stockholders and was considered by them pursuant to said notice, and a vote by ballot in person or by proxy being taken for the adoption or rejection of same, the votes of the stockholders representing a majority of the outstanding shares of stock entitled to vote were cast for 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 8th day of November, 1929.

(Corporate Seal of Sullivan Hardware Company) S. B. Sullivan Secretary of Sullivan Hardware Company

The foregoing Agreement of Consolidation having been duly signed by the Directors of the constituent corporations herein named under the corporate seals of the respective