GREENVILLE CO. S. C.

## THE STATE OF SOUTH CAROLINA 26 AM 1552

EXECUTIVE DEPARTMENT

OLLIE FARHSWORTH R. M.C.

By the Secretary of State

Whereas,

WILLIAM S. BAKER, JR., ROBERT W. DOWNS, AND W. S. BAKER

May

a majority of the Board of Directors of

PIEDMONT AUTO LEASING CO., INC. (Greenville, S. C.)

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by

the Secretary of State on the

24th. day of

, A. D. 19 50.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation to change the name of the corporation to:

PIEDMONT AUTO LEASING AND FINANCE CO., INC.

and adding additional powers as follows:

"to purchase negotiable contracts, make loans on motor vehicles and otherwise engage in the business commonly known as automobile financing."

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Section 7741 Code of Laws of South Carolina, 1942, and all amendments thereto.

NOW, THEREFORE, I, O. Frank Thornton, Secretary of State, by virtue of the authority in me vested by Chapter 153, Code of Laws of South Carolina, 1942, and amendments thereto, and all Acts or parts or Acts me thereto enabling, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia,

this

31st. day of

December

in the year of our Lord One Thousand nine hundred and

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and in the one hundred and seventy-sixth

year of the Independence of the United States of America.

O. FRANK THORNTON,

Secretary of State.

Recorded January 7th. 1952 at 11:26 A. M. #409