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The State of South Carolina } CERTIFICATE OF INCORPORATION
EXECUTIVE DEPARTMENT } BY THE SECRETARY OF STATE

WHEREAS,

E. R. STALL and ROBERT F. PATTERSON
Both of Greenville, S. C.

FILED
GREENVILLE, S.C.
DEC 19 4 34 PM 1957

OLLIE WORTH
R.M.C.

two or more of the officers or agents appointed to supervise or manage the affairs of

AMERICAN SPINNING EMPLOYEES ASSOCIATION
(Greenville, S. C.)

which has been duly and regularly organized, did on the 18th day of
December, A. D. 1957, file with the Secretary of State a written declaration setting forth:

That, at a meeting of the aforesaid organization held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That, the said organization holds, or desires to hold, property in common for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain to the members, otherwise than is above stated, nor for the insurance of life, health, accident or property; and that three days' notice in the Greenville-Piedmont, a newspaper published in the County of Greenville, has been given that the aforesaid Declaration would be filed.

AND WHEREAS, Said Declarants and Petitioners further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is AMERICAN SPINNING EMPLOYEES ASSOCIATION

THIRD: The place at which it proposes to have its headquarters or be located is GREENVILLE, S. C.

FOURTH: The purpose of the said proposed Corporation is the promotion of the welfare of the employees of American Spinning Plant of Cone Mills Corporation in Greenville, S. C., with all net income used exclusively for charitable, educational and recreational purposes.

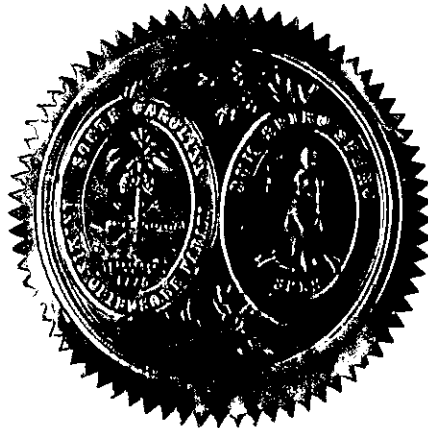
FIFTH: The names and residences of all Managers, Trustees, Directors or other officers are as follows:

E. R. Stall	Greenville, S. C.	President & Director
E. R. Stall, Jr.	Greenville, S. C.	Vice-Pres. & Director
Robert F. Patterson	Greenville, S. C.	Secretary & Treasurer & Director
W. W. Stasney	Greenville, S. C.	Director

SIXTH: That they desire to be incorporated: In perpetuity.

Now, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested, by Chapter 12, Title 12, Code of 1952, and Acts amendatory thereto, do hereby declare the said organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by said Chapter 12, Title 12, Code of 1952, and Acts amendatory thereto.

GIVEN under my hand and the seal of the State, at Columbia,
this 18th day of December
in the year of our Lord one thousand nine hundred and
57 and in the one hundred and
82nd year of the Independence of the
United States of America.



O. Frank Thornton
Secretary of State.

Recorded December 19th, 1957, at 4:34 P.M. #29555