

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS, W. THOMAS SMITH AND J. VERNE SMITH BOTH OF GREENVILLE, SOUTH CAROLINA

did on the 18th. day of August, 19 59, 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 JEAN WEST, INC.

THIRD: That the principal place of business is GREENVILLE, SOUTH CAROLINA

FOURTH: That the general nature of the business which it is proposed to do is operate a retail mercantile establishment including ladies wearing apparel, costume jewelry, hand bags, millinery and similar merchandise

FIFTH: That the amount of the capital stock is Forty Thousand (\$40,000.00)-----Dollars payable in cash or its equivalent.

SIXTH: That the number of shares into which the capital stock is divided is Four Hundred (400) of the par value of One Hundred (\$100.00)-----Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 14th. day of August, 19 59, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: W. Thomas Smith and J. Verne Smith

EIGHTH: That subsequently there was elected as President, W. Thomas Smith as Vice-President, J. Verne Smith as Secretary, J. Verne Smith as Treasurer, W. Thomas Smith

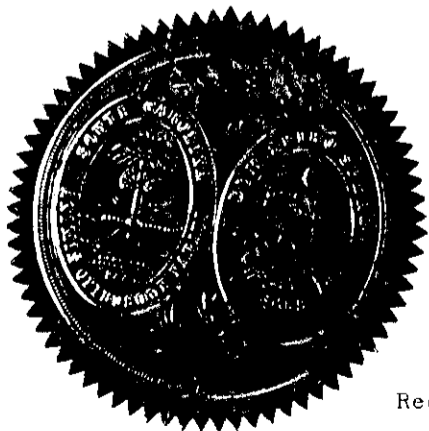
NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital 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 18th. day of August in the year of our Lord one thousand nine hundred and fifty-nine and in the one hundred and eighty-fourth year of the Independence of the United States of America.

O. Frank Thornton Secretary of State



Recorded August 19th, 1959 at 2:41 P.M. #5834