

STOCKHOLDERS ASSENT TO CHANGE

We, the undersigned, being the holders of more than 95% in interest of all the issued and outstanding capital stock of Piedmont Leaf Tobacco Company, Inc., having voted in favor of amending the Certificate of Incorporation of Piedmont Leaf Tobacco Company, Inc., for the purpose of increasing the authorized capital stock, for the purpose of authorizing the issuance of preferred stock, and for the other purposes set out in the resolution of amendment adopted at the meeting of the stockholders at which this consent is executed, do now, pursuant to the statute, hereby give our written assent to the said change.

Witness our hands this the 11th day of August, A. D., 1945.

STOCKHOLDER	PROXY	NO. SHARES
C. T. Joyce		160
J. E. Mecum		42
C. W. Joyce	C. T. Joyce	25
R. L. Angel	C. T. Joyce	70
J. B. Harper	C. T. Joyce	3
R. J. Angel		6
I. W. Cobb	C. T. Joyce	41
L. H. Burnett	C. T. Joyce	20
W. D. Joyce	C. T. Joyce	16
W. B. Glenn	C. T. Joyce	5
Evelyn J. McDowell		51
Mary M. Joyce	C. T. Joyce	40
A. B. Carrington, Jr.	C. T. Joyce	3
Dibrell Brothers, Inc.	C. T. Joyce	244
Tobacco Trading Corporation	C. T. Joyce	244
J. Ross Newell	C. T. Joyce	3

Filed Aug. 14, 1945
Thad Eure, Secretary of State.

Filed August 14, 1945, at 10:50 o'clock a.m.
W. E. Church, C.S.C.,
By Gertrude Taylor, Deputy C. S. C.
Fee \$3.50 paid.

EA

STATE OF NORTH CAROLINA

DEPARTMENT OF STATE.

FINAL CERTIFICATE OF DISSOLUTION.

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify that Mrs. Marie F. Nance, Secretary of P.&N. Five and Ten Stores, Inc., did on the 14th day of August, A.D., 1945, file in this office affidavit of publication of the preliminary certificate issued to said corporation which completes the statutory requirements incident to the dissolution of corporations as required by Chapter 55 of the General Statutes of North Carolina, entitled "Corporations".

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Done in office at Raleigh, this the 14th day of August, A.D. 1945.

Thad Eure,
Secretary of State.

(OFFICIAL SEAL)

Filed Aug. 25, 1945, W. E. Church, C.S.C.
By Gertrude Taylor, Deputy, C.S.C.

Fee \$1.00 paid.

G.T.

STATE OF NORTH CAROLINA

DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, THAD EURE, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached four (4) sheets to be a true copy of the Certificate of INCORPORATION OF FORSYTH WAREHOUSE COMPANY, and the probates thereon, as the same is taken from and compared with the original filed in this office on the 31st day of August A. D., 1945.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

DONE IN OFFICE, at Raleigh, this 31st day of August in the year of our Lord 1945.

OFFICIAL SEAL

THAD EURE, Secretary of State

resolution of amendment adopted at the meeting of the stockholders at which this consent is executed, do now, pursuant to the statute, hereby give our written assent to the said change.

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Thad Eure,
Secretary of State.

(OFFICIAL SEAL)

Filed Aug. 25, 1945, W.E. Church, C.S.C.
By Gertrude Taylor, Deputy, C.S.C.

Fee \$1.00 paid.

G.T.

STATE OF NORTH CAROLINA

DEPARTMENT OF STATE

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

DONE IN OFFICE, at Raleigh, this 31st day of August in the year of our Lord 1945.

OFFICIAL SEAL

THAD EURE, Secretary of State

50935

CERTIFICATE OF INCORPORATION
OF
FORSYTH WAREHOUSE COMPANY

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina of 1943, and the several amendments thereto, and do severally agree to take the number of shares of capital stock in the said corporation set opposite our respective names, and to that end do hereby set forth:

1. The name of this corporation is Forsyth Warehouse Company.
 2. The location of the principal office of this corporation in this State is Winston-Salem, Forsyth County, but it may have one or more branch offices and places of business out of the State of North Carolina, as well as in said State.

3. The objects and purposes for which this corporation is formed are as follows:

(a) To own, construct, rent and operate one or more warehouses for the sale of leaf tobacco at auction either within or without the State of North Carolina, and to purchase, own or otherwise acquire and to buy, sell, rent or operate such warehouses and any and all equipment usable in connection therewith, and generally to do all acts customarily performed by persons or corporations in the ownership or operation, or both, of tobacco warehouses.

(b) To take, acquire, buy, hold, maintain, rent, sell, convey, mortgage, exchange, improve, and otherwise dispose of and deal in real estate, chattels, real and personal property of every nature and description whatsoever, or any interest or right therein without limitation, and without regard to the location thereof; and to do and perform all acts lawful and proper for the development and improvement of any property owned by the corporation.

(c) To purchase the business, good will, rights, property and assets of all kinds, and to assume the whole or any part of the liabilities of any person, firm, association, or corporation, provided said business is authorized by any of the powers herein contained, and to pay for the same in cash, stock, bonds, debentures, or other securities of this corporation, or otherwise.

(d) To do each and every act necessary, suitable, expedient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or incident to the powers above set out, and in addition thereto to do any act or engage in any business necessary or proper for the attainment of any one or more of the said objects, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of, or as interested in, any property, and to have all the powers now or hereafter conferred by the laws of the State of North Carolina upon corporations of like character.

4. The total authorized capital stock of this corporation is Twenty-Six Thousand and no/100 (26,000.00) Dollars, divided into twenty-six hundred shares of the par value of Ten Dollars (\$100.00) each.

The corporation may organize and commence business when all of the said capital stock shall have been subscribed and paid in.

5. The period of existence of this corporation is unlimited.

6. The names and post office addresses of the stockholders and the number of shares of stock subscribed for by each, the aggregate of which is the amount of capital stock with which the corporation will commence business, are as follows:

Name	Post Office Address	No. of Shares
Robert W. Newsom	Winston-Salem, North Carolina	650
William B. Simpson	Winston-Salem, North Carolina	650
Hattie A. Newsom	Winston-Salem, North Carolina	650
Hazel B. Simpson	Winston-Salem, North Carolina	650

In Testimony Whereof, we the said incorporators, have hereunto set our hands and seals, this the 30 day of August, 1945.

Robert W. Newsom	(SEAL)
William B. Simpson	(SEAL)
Hattie A. Newsom	(SEAL)
Hazel B. Simpson	(SEAL)

NORTH CAROLINA

FORSYTH COUNTY

This is to certify that on the 30th day of August, 1945, before me a Notary Public, personally appeared Robert W. Newsom, William B. Simpson, Hattie A. Newsom and Hazel B. Simpson, who, I am satisfied, are the persons named in and who executed the foregoing Certificate of Incorporation of Forsyth Warehouse Company, and I having first made known to them the contents therein, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and notarial seal, this the 30th day of August, 1945.

Elizabeth Hampton
Notary Public

(NOTARIAL SEAL)

My commission expires:
9-22-45.

FILED AUGUST 31, 1945

Thad Eure, Secretary of State

Filed September 4, 1945
Eunice Ayers, Asst. C. S. C.
\$3.00 Pd.

kd