

Commonwealth of Kentucky

Department of State



Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, Charles K. O'Connell, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

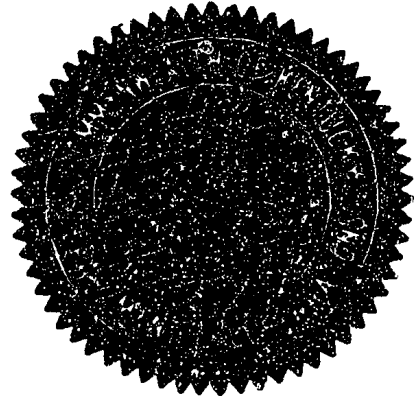
~~Certificates for Amendment to the Charter~~

of ~~SOUTHERN STATES CARBIDE COOPERATIVE, INCORPORATED~~
Name of Corporation
a corporation of the State of ~~Virginia~~
Name of State, with home office at ~~Richmond, Virginia~~
Address; have or has been filed in my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State, this 1st day of December 1954

Charles K. O'Connell
Secretary of State

By D. P. Davis
Chief Clerk, Corporation Department.



SECRETARY OF STATE

CERTIFICATE FOR AMENDMENT TO THE CHARTER

OF

SOUTHERN STATES CARLISLE COOPERATIVE, INCORPORATED

WHEREAS, SOUTHERN STATES CARLISLE COOPERATIVE, INCORPORATED, a corporation created under and by virtue of Chapter 15, Title 13, Code of Virginia, 1950, known as the "Agricultural Co-Operative Association Act", desires to have its Charter amended as hereinafter set out:

NOW, THEREFORE, to that end, I, Joe Allen Stone, President of said Association, under the seal of the Corporation, attested by the Assistant Secretary thereof, do hereby certify as follows:

FIRST: That on the 29th day of June 1954, there was held at the local Office of the Association in Carlisle, Kentucky a meeting of the Board of Directors of the aforesaid Association, pursuant to due and timely written notice mailed to each director, at which meeting a quorum being present, the following resolution declaring that such amendment is advisable was unanimously passed:

"RESOLVED: That the first paragraph of Article 'D' of the present Charter of this Association shall be amended to read as follows:

- D -

The maximum amount of authorized capital stock of this Association shall be \$300,000.00, divided into \$90,000.00 par value 6% preferred stock, and \$210,000.00 par value common stock, said 6% preferred stock to be divided into shares of the par value of \$10.00 each, and the said common stock to be divided into shares of the par value of \$1.00 each. Such capital stock may be issued from time to time by the Board of Directors of this Association as they deem necessary; however, the minimum amount of capital stock shall be \$100.00."

And the said Board of Directors thereupon passed further resolutions directing that the matter of said amendment be considered at the Annual Meeting

of the Stockholder-Members of Southern States Carlisle Cooperative, Incorporated, and providing for the giving of notice as required by law, as follows:

"AND BE IT FURTHER RESOLVED: That the proposed amendment to the Charter shall be made a special order of business at the Annual Meeting of the Stockholder-Members of this Association, said meeting to be held in Carlisle, Kentucky on August 12, 1954, at 7:30 P. M.; and

BE IT FURTHER RESOLVED: That the Assistant Secretary of this Association is hereby directed to give notice, in writing, to each and every Stockholder of record, as provided by Section 13-258 and Section 13-35, of the Code of Virginia, 1950, of the time and place of said meeting and its object, by serving the same on them personally or by mailing it to them at their last known postoffice address as shown by the books of the Association, at least ten days prior to August 12 th, 1954, and it is further ordered and directed that the Stock Books of the Association be closed from August 2, 1954, until August 13, 1954."

SECOND: That on the 12th day of August, 1954, there was held in Carlisle, Kentucky at 7:30 P. M., the Annual Meeting of the Stockholder-Members of Southern States Carlisle Cooperative, Incorporated, more than ten days' printed notice of said meeting containing the proposed charter amendment having been given to all Stockholders of record by mailing the same to their last known address as shown by the books of the Association, such notice stating the time and place of said Annual Meeting and its objects; that at said Annual Meeting there was represented in person or by proxy at least a quorum of the Stockholder-Members, as provided for in the Charter of the Association; that the foregoing resolution adopted by the Board of Directors, proposing to amend, alter and revise Article "D" of the Articles of Incorporation of this Association in the manner hereinbefore set out, was in terms laid before the Stockholder-Members and was approved and adopted by the affirmative vote of at least two-thirds of the Stockholder-Members voting thereon.

THIRD: That the proceedings of said Annual Meeting of the Stockholder-Members were duly entered on the minutes of the proceedings of the

Stockholder-Members.

THEREFORE, this Certificate is now signed by Joe Allen Stone,
President of Southern States Carlisle Cooperative, Incorporated,
aforesaid, with its corporate seal hereto affixed, attested by Glenn
Gear, its Assistant Secretary, this 12th day of August,
1954.

Seal

Joe Allen Stone
President

ATTEST:

Glenn Gear
Assistant Secretary

STATE OF KENTUCKY

COUNTY OF NICHOLAS TO-WIT:

I, Henry A. Palmer a Notary Public in and for
the County aforesaid, in the State of Kentucky do certify
that Joe Allen Stone and Glenn Gear whose names as President
and Assistant Secretary, respectively, of Southern States Carlisle Cooperative,
Incorporated, are signed to the foregoing Certificate, bearing
date on the 12th day of August, 1954, have this day personally appeared
and acknowledged the same before me in my County aforesaid.

~~My commission expires:~~ My Commission Expires Sept. 26, 1957

Given under my hand and Notarial seal this 20th day of October,
~~12th day of August~~,

1954.

Seal

Henry A. Palmer
Notary Public

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 10th day of November, 1954

The accompanying certificate for an amendment to the charter of the

Southern States Carlisle Cooperative, Incorporated

signed in accordance with law, by Joe Allen Stone its ^{Assistant} President, under the seal of the corporation, attested by Glenn Gear its Secretary, and duly acknowledged by them, having been presented to the State Corporation Commission and the fee, if any, required by law having been paid, the State Corporation Commission having examined said certificate now declares that the

Southern States Carlisle Cooperative, Incorporated

has complied with the requirements of law, and is entitled to the amendment or alteration of its charter set forth in said application. Therefore, it is ordered that the charter of the

Southern States Carlisle Cooperative, Incorporated

a corporation created by State Corporation Commission be and the same is amended and altered in the manner and for the purposes set forth in said certificate, pursuant to the provisions of law.

The said certificate, with this order, is hereby ordered to be admitted to record.

Seal

Ralph T. Catterall
Chairman.

Attest:

J. W. Atkinson
Clerk of the Commission.

COMMONWEALTH OF VIRGINIA:

OFFICE OF THE STATE CORPORATION COMMISSION:

In the CITY OF RICHMOND, the 10th day of November, 1954

The foregoing amendment to the charter of

Southern States Carlisle Cooperative, Incorporated

was this day received and duly admitted to record in this office and is hereby certified to the Clerk of the

Chancery Court of the City of Richmond according to law.

STATE CORPORATION COMMISSION,

By Ralph T. Catterall
Chairman.

Attest:

J. W. Atkinson
Clerk of the Commission.

VIRGINIA:

In the Clerk's Office of the Court of the

day of _____, 19__

The foregoing charter amendment and certificate of the State Corporation Commission thereon was received, duly admitted to record, duly spread, and is now certified to the Clerk of the State Corporation Commission.

Teste:

Clerk

Commonwealth of Virginia



DEPARTMENT OF THE State Corporation Commission

J. A. W. Atkinson, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of Certificate No. _____ of the Director of

_____ of the State of Virginia,
Incorporated

_____ was admitted to record in the Clerk's Office of the State Corporation Commission on the _____ day of November, 1954.

*In Testimony Whereof I hereunto set my hand and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this _____ day of
_____, A. D. 1954.*

J. A. W. Atkinson
Clerk of the Commission.