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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 _____

AMENDMENT TO ARTICLES OF INCORPORATION

of _____ SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED
Name of Corporation
a corporation of the State of _____ VIRGINIA _____, with home
Name of State
office at _____ RICHMOND, VIRGINIA _____; have or has been filed in
Address
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,

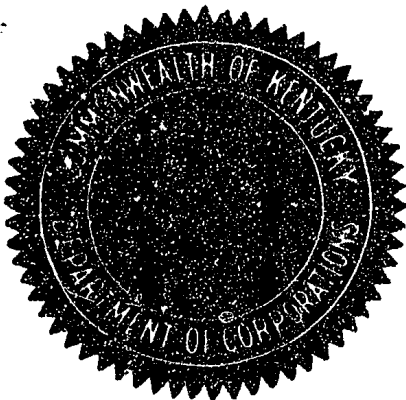
this 24th day of DECEMBER 1945

Charles K. O'Connell

Secretary of State.

By J. E. Greene

Chief Clerk, Corporation Department.



SECRETARY OF STATE

CERTIFICATE FOR AMENDMENT TO THE CHARTER

OF

SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE, INCORPORATED

WHEREAS, SOUTHERN STATES FRANKLIN PETROLEUM 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, Sidney W DeLong, 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 5th day of June, 1952, there was held at Franklin, 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 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 \$100,000.00, divided into \$30,000.00 par value preferred stock and \$70,000.00 par value common stock, said preferred stock to be divided into shares of the par value of \$10.00 each, which may be issued in series as hereafter provided, 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.

The Board of Directors may, from time to time, issue preferred stock in one or more series with variations, as may be determined by the Board of Directors prior to the issue thereof, and to reclassify any of the authorized but unissued preferred stock of a particular series as shares, or additional shares of any other series, whether then or theretofore created (except any series as to which it shall have been otherwise provided at the time of creating such series) as to the distinctive serial designations; as to rate or rates of cumulative dividends payable thereon; and as to the times of payment of dividends; provided, however, the dividend rate which the preferred stock of any such series shall be entitled to receive shall not exceed six per centum (6%) per annum, and provided further all shares of preferred stock shall be of equal rank and shall be identical in all other respects, except in respect to the particulars that may be fixed by the Board of Directors, as hereinabove provided; and all shares of each series shall be identical.

The preferences, voting powers, rights, restrictions and qualifications of the preferred and common stock of the Association shall be as follows: The preferred stock of each series shall be preferred as to assets and dividends, and out of the net savings of the Association for each fiscal year cumulative dividends at, but not exceeding, the fixed dividend rate for each series shall be declared and paid at such periods as the Board of Directors shall fix for each series, before any dividends may be declared on the common stock for such year.

After providing for the payment of all accumulated dividends upon each series of preferred stock at, but not exceeding, the fixed dividend rate for each series in each and every fiscal year of the Association, and dividends on the common stock of not to exceed six per centum (6%) per annum if deemed advisable, the then remaining savings shall be handled, used and governed as provided in the By-Laws of the Association.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Association, then, after the payment of its debts, the holders of each series of the outstanding preferred stock shall have a preference on the assets of the Association and shall be entitled to be paid therefrom in full both the par value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock. After the holders of each series of said preferred stock shall have been paid par value for their preferred stock, plus all accrued and unpaid cumulative dividends thereon, the holders of common stock shall be entitled to receive par value for each share of common stock held by them plus declared and unpaid dividends out of the remaining assets and funds. After the holders of said common stock shall have been paid par value for their common stock, plus all declared and unpaid dividends, the assets and funds then remaining shall be distributed in accordance with the By-Laws of the Association.

The holders of each series of the preferred stock and of the common stock shall not be entitled, as stockholders, to any further share in the savings of the Association or to any further payment in the event of the dissolution of the Association or the distribution of its assets by way of return of capital than as provided above.

The common stock shall be issued to, held by, or transferred to, only such persons or associations as are eligible to membership in the Association according to the requirements for membership prescribed in the By-Laws of the Association.

Voting rights in this Association shall be vested in its common Stockholder-Members; provided, however, each member shall be entitled to one and only one vote regardless of the number of shares or amount of stock owned by such member.

Whenever any member desires to sell his common stock, he shall first offer it to the Association for purchase by the Association, or by a person or persons designated by the Board of Directors of the Association, at its par value plus declared and unpaid dividends. In the event such stock is not purchased by the Association or by a person or persons designated as aforesaid, within thirty (30) days after the receipt of a written notice by the Association offering the said stock for sale, then the member may sell the said common stock to any other person or Association eligible for membership in the Association. This restriction on the transfer of common stock shall be printed upon every common stock certificate. If the Board of Directors decides to repurchase such common stock, the Association shall have the right to apply any sum or sums of money in which the member may be indebted to the Association on the payment therefor. This shall also govern the repurchase of the common stock in case of the death, dismissal, expulsion, or withdrawal of any member or members.

All or any of the outstanding preferred stock, or of any series thereof may be redeemed by this Association at any time as may be determined by the Board of Directors after thirty (30) days' notice and upon payment in cash of the par value thereof, plus accrued and unpaid dividends, if any. In the event only part of the outstanding preferred stock or of any series thereof shall be redeemed, that part to be so redeemed shall be determined by drawing lots.

A series of preferred stock is hereby designated as "6% Cumulative Preferred Stock". The rate of cumulative dividends on said series shall be 6% per annum, payable on July 1st of each year. Three thousand (3000) shares of the preferred stock are hereby classified as 6% Cumulative Preferred Stock, provided, however, that the Board of Directors may reclassify any such shares not actually issued as shares, or additional shares, of another series."


And the said Board of Directors thereupon passed a further resolution calling a meeting of all of the Stockholders having voting rights for the 9th day of October, 1952, to take action upon the foregoing resolution proposing to amend the Charter of the Association.

SECOND: That on the 9th day of October, 1952, there was held at the local office of the Association in Franklin, Kentucky, at 1:00 o'clock P. M., a Special Meeting of the Stockholder Members of SOUTHERN STATES FRANKLIN PETROLEUM 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 Special Meeting and its object; that at said Special 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 said 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 Special 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 Sidney W. DeLong, President of SOUTHERN STATES FRANKLIN PETROLEUM COOPER-

ATIVE, INCORPORATED, aforesaid, with its corporate seal hereto af-
fixed, attested by LOUISE RULEY, its Secretary, this 20th day of
October, 1952.



President
SOUTHERN STATES FRANKLIN PETROLEUM COOPERATIVE,
INCORPORATED

ATTEST:



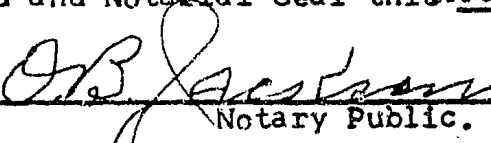
Secretary

STATE OF KENTUCKY,
COUNTY OF Simpson, TO-WIT:

I, O. B. Jackson, a Notary Public in and for
the County aforesaid, in the State of Kentucky, do certify that
Sidney W. DeLong whose name as President of SOUTHERN STATES FRANKLIN
PETROLEUM COOPERATIVE, INCORPORATED, is signed to the foregoing Cer-
tificate, bearing date on the 20th day of October, 1952, has this
day personally appeared and acknowledged the same before me in my
County aforesaid.

My commission expires on the 1st day of January, 1954.

Given under my hand and Notarial Seal this 20th day of
October, 1952.




Notary Public.

STATE OF VIRGINIA,
CITY OF RICHMOND, TO-WIT:

I, Edith Hopson, a Notary Public in and for the City
aforesaid, in the State of Virginia, do certify that LOUISE RULEY,
whose name as Secretary of SOUTHERN STATES FRANKLIN PETROLEUM CO-
OPERATIVE, INCORPORATED, is signed to the foregoing Certificate,
bearing date on the 20th day of October, 1952, has this day person-
ally appeared and acknowledged the same before me in my City afore-
said.

My commission expires on the 2nd day of May, 1953.

Given under my hand this 27th day of October, 1952.



Notary Public

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 5th *day of* November, 1952

The accompanying certificate for an amendment to the charter of the
Southern States Franklin Petroleum Cooperative, Incorporated

signed in accordance with law, by - - - - - Sidney W. DeLong - - - - - its President,
under the seal of the corporation, attested by - - - - - Louise Ruley - - - - - its ^{Asst.} Secretary,
and duly acknowledged by them, having been presented to the State Corporation Commission and the fee, if any, requir-
ed by law having been paid, the State Corporation Commission having examined said certificate now declares that the

Southern States Franklin Petroleum 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 Franklin Petroleum 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)
Attest: N. W. Atkinson
Clerk of the Commission.

H. Lester Hooker
Chairman.

COMMONWEALTH OF VIRGINIA:
OFFICE OF THE STATE CORPORATION COMMISSION:

In the CITY OF RICHMOND, the 5th day of November, 1952.

The foregoing amendment to the charter of Southern States Franklin Petroleum Coopera-
tive, 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 City of Richmond according to law.

STATE CORPORATION COMMISSION,
By H. Lester Hooker
Chairman.

Attest:
N. 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 it now certified to the Clerk of the State Corporation Commission.~~
~~-Feste -~~

Clerk

Commonwealth of Virginia



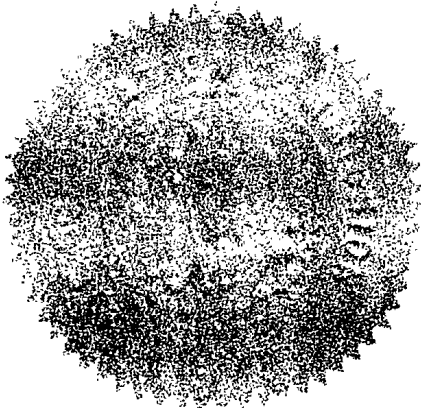
DEPARTMENT OF THE
State Corporation Commission

J. A. W. Atkinson, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of Certificate for Amendment to the Charter of

Southern States Franklin Petroleum Cooperative,
Incorporated,

on file and admitted to record in the Clerk's Office of the State Corporation Commission on the 5th day of November, 1952.

In Testimony Whereof, I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 17th day of December, A. D. 1952.



N. W. Atkinson
Clerk of the Commission.