

SUTLER SUPPLY COMPANY

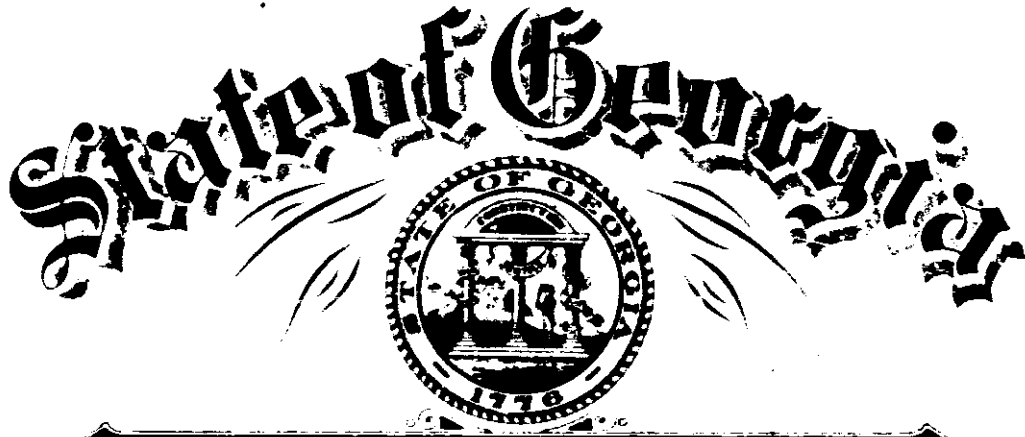
C-2411

Number 2 of 2

10/19/79

10/19/79

DUPLICATE



OFFICE OF SECRETARY OF STATE

J. Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"BUTLER SUPPLY COMPANY" and "BUTLER SUPPLY CO., OF DOUGLAS, INC.", both corporations of the State of Georgia, were on the 31st day of December, 1973, duly merged under the laws of the State of Georgia by the Superior Court of Bibb County into "BUTLER SUPPLY COMPANY", the resulting corporation, in accordance with the certified copy hereto attached and that the original articles of merger have been duly filed in the office of the Secretary of State and the fees paid therefor, as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 31st day of December in the year of our Lord One Thousand Nine Hundred and Seventy Three and of the Independence of the United States of America the One Hundred and Ninety-eighth.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF MERGER
OF
BUTLER SUPPLY COMPANY
AND
BUTLER SUPPLY CO. OF DOUGLAS
INTO
BUTLER SUPPLY COMPANY

I.

Attached hereto, marked Exhibit "A", and by reference made a part hereof, is the agreement and plan of merger which was duly approved by the Board of Directors of Butler Supply Company and of Butler Supply Co. of Douglas, Inc.

II.

On the date of the submission of the agreement and plan of merger to the shareholders of Butler Supply Company there were 10,105 shares of the common shares of this corporation outstanding and entitled to vote thereon. There were no other classes of shares of this corporation outstanding.

III.

On the date of the submission of the agreement and plan of merger to the shareholders of Butler Supply Co. of Douglas, Inc. there were 8,100 shares of the common shares of this corporation outstanding and entitled to vote thereon. There were no other classes of shares of this corporation outstanding.

IV.

The agreement and plan of merger was approved by the affirmative vote of the holders of a majority of all of the outstanding shares of Butler Supply Company entitled to vote thereon.

V.

The agreement and plan of merger was approved by the affirmative vote of a majority of the holders of the outstanding shares of Butler Supply Co. of Douglas, Inc. entitled to vote thereon.

VI.

The agreement and plan of merger was approved by all of the directors of both Butler Supply Company and of Butler

Supply Co. of Douglas, Inc.

VII.

The name of the surviving corporation shall be "BUTLER
SUPPLY COMPANY".

BUTLER SUPPLY COMPANY

By: *A. Michael Andes*
President

Attest: *H. Eason*
Secretary

BUTLER SUPPLY CO. OF DOUGLAS, INC.

By: *A. Michael Andes*
President

Attest: *Charlotte Keaga*
Secretary

MERGER AGREEMENT BETWEEN
BUTLER SUPPLY COMPANY
AND
BUTLER SUPPLY CO., OF DOUGLAS, INC.

THIS AGREEMENT, made and entered into by and between
BUTLER SUPPLY COMPANY and BUTLER SUPPLY CO. OF DOUGLAS, INC.,
this 10th day of December, 1973.

WITNESSETH THAT:

WHEREAS, both of the parties to this agreement are
corporations organized and existing under and by virtue of
the Laws of the State of Georgia with their principal offices
and places of business in Bibb County, Georgia; and

WHEREAS, each of the corporations which are parties to
this agreement has, by action of their respective Board of
Directors, determined that it is in the best interest of each
to merge the respective corporations into one corporation,
subject to the approval of the shareholders of each of the
corporations; and

WHEREAS, it is the mutual desire of the parties to this
agreement to enter into it in conformity with the Laws
prescribing the terms and conditions of such merger and the
mode of carrying the same into effect.

NOW, THEREFORE, IT IS HEREBY AGREED, subject to the
approval of the shareholders of each of the parties to this
agreement, as follows:

1. Butler Supply Co. of Douglas, Inc. shall be merged
into Butler Supply Company and Butler Supply Company shall
survive as the resulting corporation with its name "Butler
Supply Company". The provisions of the Articles of Incorporation
of Butler Supply Company as originally granted on the 8th day
of January, 1946, shall remain unchanged except to the extent
that the same may be modified by this agreement and these
Articles of Incorporation shall continue as the Articles of
Incorporation of the corporation resulting from this merger.

2. The name of the resulting corporation shall remain

"BUTLER SUPPLY COMPANY" and the principal place of business for the resulting corporation shall be Bibb County, Georgia, but with the privilege of establishing branch offices and places of business elsewhere both within and without the State of Georgia.

3. The maximum number of shares which the corporation shall be authorized to have outstanding shall be five hundred thousand (500,000) shares of common shares with a par value of \$10.00 per share and the holders of such shares shall have no preemptive rights to subscribe for or purchase any additional shares.

4. The authority for the issuance of shares in any amount up to and including the total amount of shares which the corporation is authorized to have outstanding shall be vested in the Board of Directors and such shares may be issued at any time upon terms and conditions as may be prescribed by the Board of Directors.

5. Upon completion of this merger, all of the shares of Butler Supply Co. of Douglas, Inc. shall be surrendered for cancellation to the resulting corporation. Upon receipt of these certificates, the resulting corporation shall cause them to be canceled and the shares represented by them extinguished.

6. Upon completion of this merger, the shareholders of Butler Supply Company shall turn in, for cancellation, to the resulting corporation, all outstanding certificates of shares in Butler Supply Company. Upon receipt of these certificates, the resulting corporation shall cause them to be canceled and the shares represented by them extinguished.

7. The resulting corporation will immediately issue 10,307 shares of \$10.00 par value common shares to be distributed among the shareholders of Butler Supply Company, the resulting corporation, in proportion to the share ownership of each shareholder in Butler Supply Co. of Douglas, Inc. and Butler Supply Company. The shares shall be exchanged upon the basis of one share of Butler Supply Company, the resulting

corporation, for each share of the present Butler Supply Company and one share of Butler Supply Company, the resulting corporation, for each 40 shares of Butler Supply Co. of Douglas, Inc.

8. Immediately upon the completion of this merger and the issuance of the shares prescribed by the terms of this agreement, the resulting corporation shall have issued and outstanding 10,307 shares of its \$10.00 par value common shares, and these shares shall be fully paid and nonassessable.

9. Upon the effective date of this merger, the Board of Directors of the resulting corporation shall be as follows: W. R. Alexander, G. Marshall Butler, M. E. Butler, M. E. Butler, Jr., and J. B. Eason, and these Directors shall be considered elected by the shareholders by virtue of the approval of this merger agreement by the shareholders of each corporation, and will hold office until the next annual meeting of the shareholders on the first Monday in February, 1974.

10. As a result of this merger, all of the assets, rights and properties of whatever nature and description of Butler Supply Co. of Douglas, Inc. without further action on its part, shall be automatically vested in the resulting corporation, which shall automatically assume all liabilities and obligations of every kind and nature of Butler Supply Co. of Douglas, Inc., which are not satisfied as a result of this agreement.

11. Each of the parties hereto agree to submit this merger agreement for approval to its shareholders at a meeting to be called and held in conformity with law; and, upon approval of this agreement by the shareholders of each corporation in accordance with the terms of their respective Articles of Incorporation and bylaws and the Laws of this State, to prepare and file an appropriate petition in the Superior Court of Bibb County, Georgia, requesting the merger of Butler Supply Co. of Douglas, Inc. into Butler Supply Company in accordance with the terms of this agreement and to adopt appropriate resolutions authorizing their respective officers and directors to take all

or desirable to fully accomplish and effectuate the provisions of this agreement and the merger contemplated hereby.

IN WITNESS WHEREOF, the parties have caused this instrument to be signed under their corporate names and seals by their duly authorized officers and by a majority of their respective directors, this the day and year above first written.

BUTLER SUPPLY CO. OF DOUGLAS, INC.

By: *A. Marshall Butler*
President

Attest: *Charlotte Reagon*
Secretary

M. E. Butler
M. E. Butler, Sr., Director

A. Marshall Butler
G. Marshall Butler, Director

M. E. Butler, Jr.
M. E. Butler, Jr., Director

BUTLER SUPPLY COMPANY

By: *A. Marshall Butler*
President

Attest: *J. B. Eason*
Secretary

W. R. Alexander
W. R. Alexander, Director

Valene Bennett
Valene Bennett, Director

M. E. Butler
M. E. Butler, Director

A. Marshall Butler
G. Marshall Butler, Director

J. B. Eason
J. B. Eason, Director

GEORGIA, BIBB COUNTY

I certify that I am Secretary of Butler Supply Company and that the attached plan is a true and correct copy of the plan adopted by the Board of Directors of Butler Supply Company at a special called meeting held by the Board of Directors on the 10th day of December, 1973. I further certify that the plan of merger attached hereto was duly adopted by the shareholders of Butler Supply Company at a special called meeting of the shareholders held on the 31st day of December, 1973, a quorum being present.

This the 31st day of December, 1973.



J. B. Eason

GEORGIA, BIBB COUNTY

I certify that I am Secretary of Butler Supply Co. of Douglas, Inc., and that the attached plan is a true and correct copy of the plan adopted by the Board of Directors of Butler Supply Co. of Douglas, Inc. at a special called meeting held by the Board of Directors on the 10th day of December, 1973. I further certify that the plan of merger attached hereto was duly adopted by the shareholders of Butler Supply Co. of Douglas, Inc. at a special called meeting of the shareholders held on the 31st day of December, 1973, a quorum being present.

This the 31st day of December, 1973.


Charlotte Reagan

FILED
CLERK'S OFFICE

DEC 31 1957

COURT OF
BIBB COUNTY GEORGIA

#17451-77

IN THE SUPERIOR COURT OF BIBB COUNTY, GEORGIA

The petition of Butler Supply Company and Butler Supply Co. of Douglas, Inc. respectfully shows this Court that:

1.

The Articles of Merger of Butler Supply Co. of Douglas, Inc. into and with Butler Supply Company are attached hereto.

2.

The name of the surviving corporation as a result of this merger shall be "BUTLER SUPPLY COMPANY".

WHEREFORE, petitioner prays that the merger provided for in the Articles of Merger be granted.

ADAMS, O'NEAL, HEMINGWAY & KAPLAN

By: W. W. Hemingway
Attorneys for Petitioner

Address:

1000 American Federal Building
Macon, Georgia

RECEIVED
JAN 3 8 15 AM '58
CLERK OF SUPERIOR COURT
BIBB COUNTY GEORGIA

ORDER OF COURT

The Articles of Merger of Butler Supply Company and of Butler Supply Co. of Douglas, Inc. into Butler Supply Company as the surviving corporation having been read and considered and it appearing to the Court that the Articles of Merger are within the purview of the Laws of the State of Georgia, and that all statutory requirements have been met,

IT IS, THEREFORE, ORDERED that the merger of Butler Supply Co. of Douglas, Inc. into Butler Supply Company as the surviving corporation be and the same is hereby granted.

SO ORDERED, this 21st day of December, 1973.



Judge, Superior Court, Bibb County, Georgia

**THE
MACON
TELEGRAPH and NEWS**



DEPOSITED IN THE
POST OFFICE AT
MACON, GEORGIA
AS SECOND CLASS MATTER
MAY 10, 1961

STATE OF GEORGIA,
COUNTY OF BIBB:

Personally appeared before me, a Notary Public within
and for the above State and County, Connie Lassiter,
who, after being duly sworn, deposes and says that she is check-
ing Clerk for The Macon Telegraph Publishing Company, publishers
of THE MACON NEWS, the official organ of said County; that there
has been deposited with said newspaper the sum of \$60.00 for the
cost of publishing therein once a week for four consecutive weeks
a notice of granting of Articles of Merger


"BUTLER SUPPLY CO. OF DOUGLAS, INC."
into
BUTLER SUPPLY COMPANY"

as provided by Georgia Code Section 22-803(d)(2).


Deponent Deputy Clerk

Sworn to and subscribed before me, this

31st day of December, 19 73


Notary Public, State of Georgia, Bibb

County; My Commission Expires 2-10-74

**GEORGIA, BIBB COUNTY,
CLERK'S OFFICE, SUPERIOR COURT:**

I, Adam H. Green, Clerk of said Court, do hereby certify that the above and fore-
going is a true and correct copy of Articles of Merger

with the order of the Judge and Publisher's affidavit, of _____

"BUTLER SUPPLY CO. OF DOUGLAS, INC."

into


"BUTLER SUPPLY COMPANY"

a confirmed copy thereof having been this date filed in said clerk's office.

I further certify that the clerk's fees of \$15.00 have been paid.

WITNESS, My Official Signature and the Seal of the Court this 31st

day of December, 1973


Clerk, Superior Court
Bibb County, Georgia.

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

TRANSACTION NUMBER: 91211224
CHARTER NUMBER: 7308126
DATE INCORPORATED: 10/10/73
EFFECTIVE DATE: 07/29/91
EXAMINER: PAM NEAL
TELEPHONE: (404) 656-2640

REQUESTED BY:
ADAMS & HEMINGWAY
W. W. HEMINGWAY
1000 FULTON FEDERAL BUILDING
P. O. BOX 1956
MACON, GA 31202-1956

CERTIFICATE OF SHARE EXCHANGE

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of share exchange have been duly filed on the effective date set forth above, regarding:

"M. E. BUTLER, INC.", a Georgia corporation
and
"PARTS CENTRAL, INC.", a Georgia corporation
and
"BUTLER SUPPLY COMPANY", a Georgia corporation

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of share exchange.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: JULY 31, 1991

FORM/SH-EX



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF AMENDMENT
&
OF
SHARE EXCHANGE

The Shareholders of M. E. BUTLER, INC., a corporation organized and existing under and by virtue of the laws of the State of Georgia, did on the 26th day of July, 1991, adopt an Amendment to its Articles of Incorporation as follows:

1.

The authorized shares of M. E. BUTLER, INC. shall be increased from 750 shares to 500,000 shares, without any change in the par value of such shares.

2.

Further, this corporation will issue so many of its shares as are necessary to exchange the shares of M. E. BUTLER, INC. for the shares of PARTS CENTRAL, INC. and BUTLER SUPPLY COMPANY, so that M. E. BUTLER, INC. will own all of the issued and outstanding shares of PARTS CENTRAL, INC. and BUTLER SUPPLY COMPANY.

3.

The Articles of Amendment and of Share Exchange was duly adopted by the unanimous vote of all of the Shareholders at a duly called meeting held for the specific purpose of considering the Amendment to the Articles of M. E. BUTLER, INC. at which meeting all Shareholders were personally present or represented by proxy.

4.

The Share Exchange provides for each Shareholder to exchange their respective shares of PAF'S CENTRAL, INC. and BUTLER SUPPLY COMPANY for the shares of M. E. BUTLER, INC. on a pro rata basis relating to the interest of each Shareholder in the companies affected by this exchange of shares and with the number of shares to be received by each individual Shareholder to be rounded out to the nearest whole share.

IN WITNESS WHEREOF, M. E. BUTLER, INC. has caused these Articles of Amendment and of Share Exchange to be executed and its Corporate Seal affixed by and through its duly authorized corporate officers, this the 26th day of July, 1991.

M. E. BUTLER, INC.

By:



President

Attest:



Secretary

16, JUL 26 1991

GEORGIA, BIBB COUNTY

I certify that the following Request for Publication of a Notice of Intent to File Articles of Share Exchange and payment therefore has been made as required by the Georgia Business Corporation Code:

"NOTICE OF SHARE EXCHANGE

Notice is hereby given that Articles of Share Exchange which will effect a share exchange by and between M. E. BUTLER, INC., PARTS CENTRAL, INC. and BUTLER SUPPLY COMPANY will be delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the acquiring corporation in the share exchange will be M. E. BUTLER, INC., a corporation organized in the State of Georgia. The Registered Office of such corporation is located at 738 Third Street, Macon, Georgia 31201 and its Registered Agent at such address is G. Marshall Butler.

M. E. BUTLER, INC.

By: /s/W. W. Hemingway

W. W. Hemingway
Its Attorney at Law"

Certified to this 26th day of July, 1991.

M. E. BUTLER, INC.

By: W. W. Hemingway
W. W. Hemingway
Its Attorney at Law

ADAMS & HEMINGWAY

ATTORNEYS AT LAW

1000 FULTON FEDERAL BUILDING
POST OFFICE BOX 1956
MACON, GEORGIA 31202-1956
TELEPHONE (912) 743-4601

TELECOPIER (912) 746-8215

W. W. HEMINGWAY
F. BRADFORD WILSON, JR.
D. MARK BAXTER
WILLIAM P. ADAMS
WARD STONE, JR.
T. CLIFTON WOODY, II
DAVID A. GARLAND
EDWARD N. DAVIS

OF COUNSEL
CHARLES F. ADAMS

July 26, 1991

JOHN D. HEMINGWAY
(1923-1981)

Honorable Max Cleland
Secretary of State
State of Georgia
2 Martin Luther King, Jr. Drive
Suite 315, West Tower
Atlanta, GA 30334

Dear Sir:

Enclosed is an original and two copies of Articles of Amendment and of Share Exchange in connection with the corporations of M. E. Butler, Inc., Parts Central, Inc. and Butler Supply Company. Also enclosed is our check in the amount of \$20.00 to cover the cost of this Articles of Amendment. Should there be any additional charges, please advise me and we will promptly remit. Thank you for your courtesy and assistance.

Very truly yours,


W. W. Hemingway

WWH:scw
Enclosures

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry, no matter how small, should be recorded to ensure the integrity of the financial statements. This includes not only sales and purchases but also expenses and income. The document also highlights the need for regular reconciliation of bank statements and the company's records to identify any discrepancies early on.

In the second part, the author provides a detailed breakdown of the accounting cycle. It starts with identifying the accounting period and ends with the preparation of financial statements. Each step is explained in detail, including the necessary journal entries and the use of T-accounts to organize the data. The document stresses that following these steps carefully is crucial for producing accurate and reliable financial information.

The third section focuses on the classification of accounts. It explains how to distinguish between assets, liabilities, and equity accounts, as well as the difference between debit and credit balances. This part is essential for understanding the double-entry system and how it affects the overall financial position of the company.

Finally, the document concludes with a summary of the key points discussed. It reiterates the importance of consistency and accuracy in accounting practices. The author encourages readers to apply these principles in their own work to ensure the success and financial health of their organizations.

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334 1530

TRANSACTION NUMBER: 91211224
CHARTER NUMBER : 7310040
DATE INCORPORATED : 01/08/46
EFFECTIVE DATE : 07/29/91
EXAMINER : PAM NEAL
TELEPHONE : (404) 656-2640

REQUESTED BY:
ADAMS & HEMINGWAY
W. W. HEMINGWAY
1000 FULTON FEDERAL BUILDING
P. O. BOX 1956
MACON, GA 31202-1956

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"M. E. BUTLER, INC.", a Georgia corporation
and
"PARTS CENTRAL, INC.", a Georgia corporation
and
"BUTLER SUPPLY COMPANY", a Georgia corporation

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of share exchange.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: JULY 31, 1991

FORM/BH-EX



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

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CEMETERIES
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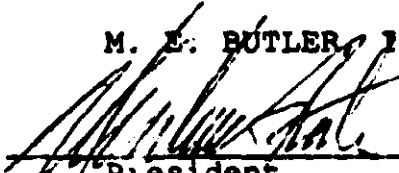
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The Share Exchange provides for each Shareholder to exchange their respective shares of PARTS CENTRAL, INC. and BUTLER SUPPLY COMPANY for the shares of M. E. BUTLER, INC. on a pro rata basis relating to the interest of each Shareholder in the companies affected by this exchange of shares and with the number of shares to be received by each individual Shareholder to be rounded out to the nearest whole share.

IN WITNESS WHEREOF, M. E. BUTLER, INC. has caused these Articles of Amendment and of Share Exchange to be executed and its Corporate Seal affixed by and through its duly authorized corporate officers, this the 26th day of July, 1991.

M. E. BUTLER, INC.

By:



President

Attest:



Secretary

GEORGIA, BIBB COUNTY

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M. E. BUTLER, INC.

By: /s/W. W. Hemingway
W. W. Hemingway
Its Attorney at Law"

Certified to this 26th day of July, 1991.

M. E. BUTLER, INC.

By: W. W. Hemingway
W. W. Hemingway
Its Attorney at Law

ADAMS & HEMINGWAY

ATTORNEYS AT LAW

1000 FULTON FEDERAL BUILDING
POST OFFICE BOX 1956
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TELEPHONE (912) 743-4601
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T. CLIFTON WOODY, II
DAVID A. GARLAND
EDWARD N. DAVIS

OF COUNSEL
CHARLES F. ADAMS

July 26, 1991

JOHN D. HEMINGWAY
(1923-1991)

Honorable Max Cleland
Secretary of State
State of Georgia
2 Martin Luther King, Jr. Drive
Suite 315, West Tower
Atlanta, GA 30334

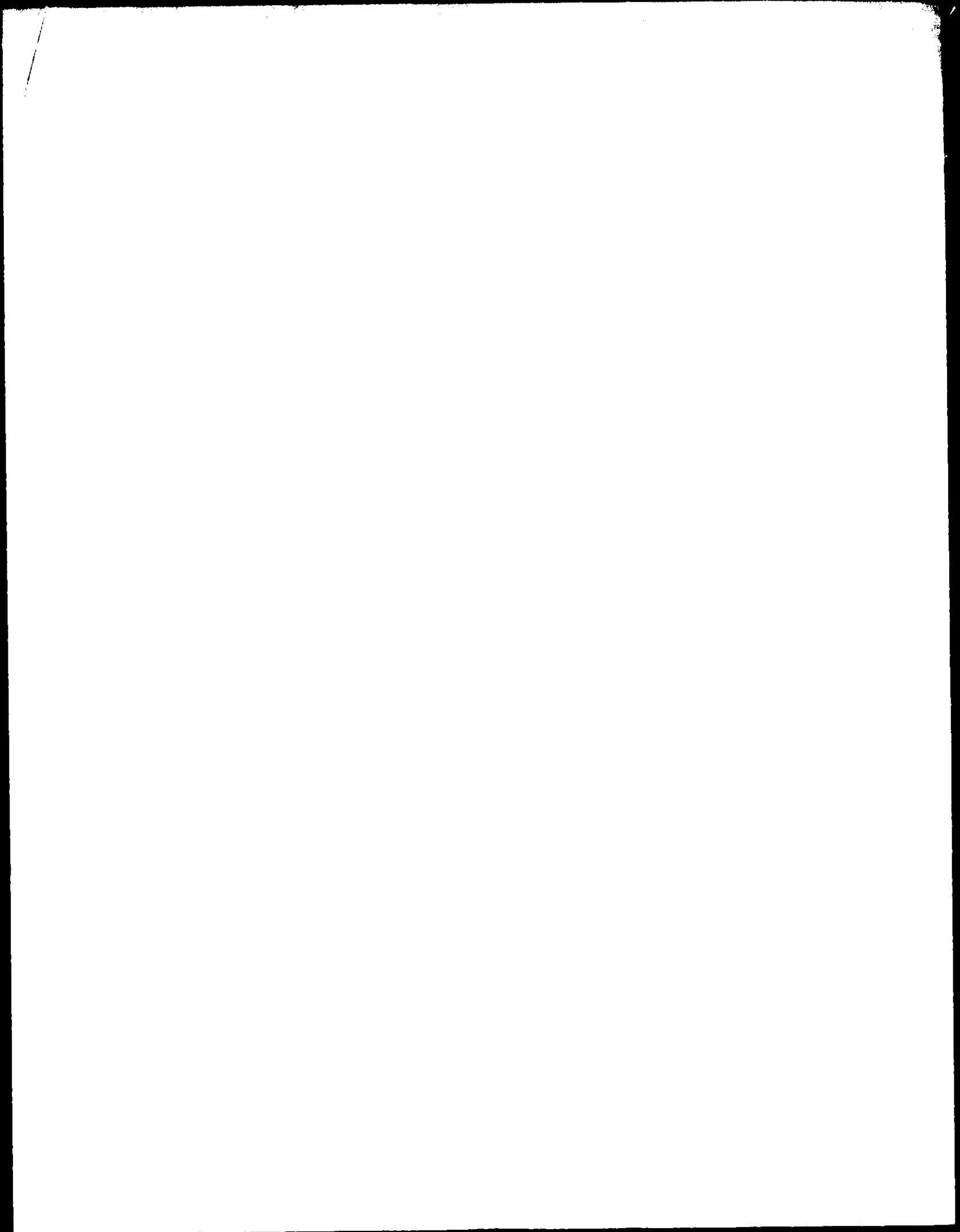
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Very truly yours,

W. W. Hemingway
W. W. Hemingway

WWH:scw
Enclosures ●



BUTLER SUPPLY COMPANY and BUTLER SUPPLY CO., OF DOUGLAS
INC. (both of Ga.) MERGED, Dec. 21, 1973 into BUTLER SUPPLY
COMPANY

~~2441~~

2310040

January 8th, 1946 Bibb County

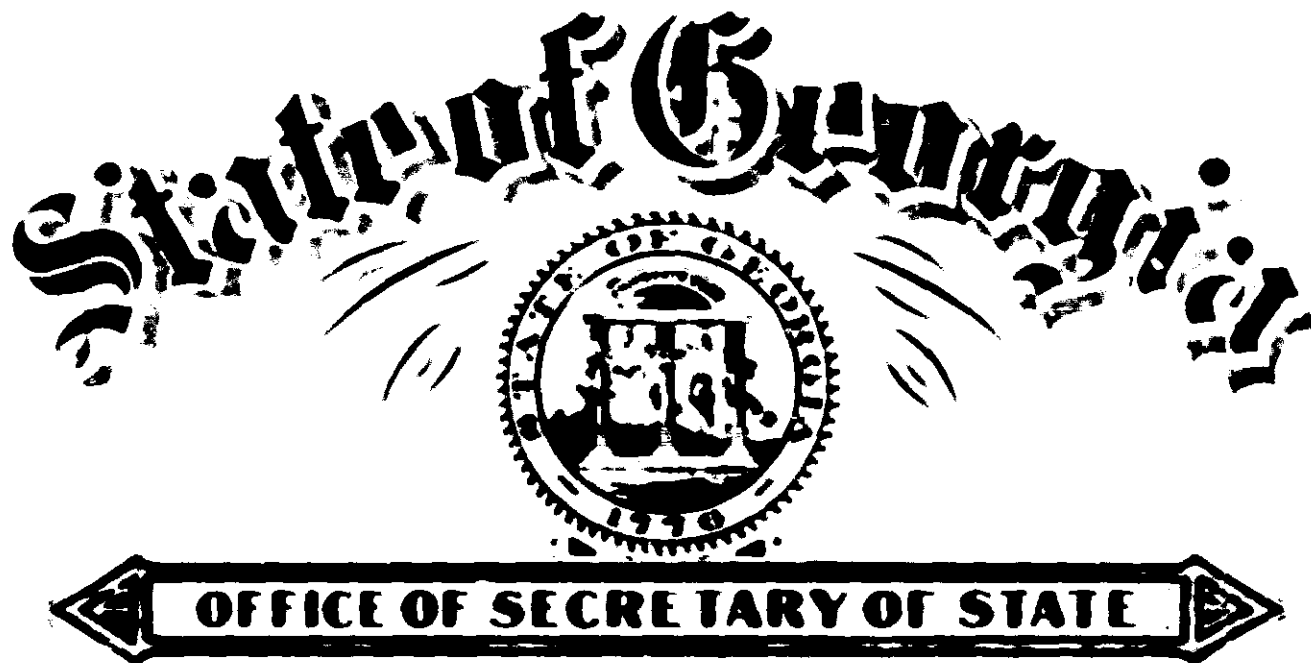
1 of 2
over

K. L. Adams, D. L. Altman, W. R. Alexander
Max. 7,500 Shares of stock @ \$100.00 Each. Paid in \$200.00

Max. 7,500 Shares of stock @ \$10.00 Each., by Amend. 3/28/56.

[Handwritten signature]

DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

the charter of BUTLER SUPPLY COMPANY, was on the 26th day of December, 1956, duly amended under the laws of the State of Georgia by the Superior Court of Bibb County, increasing its capital stock, in accordance with the certified copy hereto attached, and that a certified copy has been duly filed in the office of the Secretary of State and the fees therefor paid, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this **31st** day of **December**, in the year of our Lord One Thousand Nine Hundred and Fifty-**Six** and of the Independence of the United States of America the One Hundred and Eighty-**First**.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

GEORGIA, BIBB COUNTY.

TO THE SUPERIOR COURT OF BIBB COUNTY, GEORGIA:

THE PETITION OF BUTLER SUPPLY COMPANY, a Corporation organized under the laws of the State of Georgia with its principal office in Macon, Bibb County, Georgia, respectfully shows:

1. That on January 2, 1946, a charter was granted to Petitioner as a wholesale and retail distributor of automotive and electrical supplies and Petitioner has conducted such business up to the date of this petition; that Petitioner desires to continue to engage in such business and desires to increase its capital stock from the original authorization of \$75,000.00 to \$300,000.00.

2. Petitioner shows that the original capital stock of said corporation was \$100.00 per share but that on March 28, 1956, at a stockholder's meeting the par value of the authorized stock at that time was changed to \$10.00 per share.

3. Petitioner shows that a stockholder's meeting of Butler Supply Company was held at Macon, Georgia, on December 19, 1956, at which meeting a quorum was present and a Resolution was adopted by a vote of the holders of a two-thirds' majority of the capital stock of the Corporation entitled to vote and that by such Resolution the Corporation was authorized to increase its capital stock from 7500 shares at \$10.00 per share, or a total of \$75,000.00, to 30,000 shares at \$10.00 per share, or a total of \$300,000.00. A copy of the Resolution of the stockholders' meeting is attached hereto, made a part hereof and marked, 'Exhibit "A" '.

WHEREFORE, Petitioner prays that it be allowed to amend its charter to increase its capital stock as set out above

and for such other relief as may be incidental and necessary
for said amendment.

At Macon, Georgia, this December 19, 1956.

BENNETT, MERRICK & BENNETT

By E. KONTZ BENNETT
E. Kontz Bennett

ATTORNEY FOR PETITIONER

Address:

525 Main Building
Waycross, Georgia
P. O. Box 178
Telephone: 120

MINUTES

Mr. M. E. Butler, President of Butler Supply Company, brought to the attention of the meeting that it was desirable to increase the authorized capital stock of Butler Supply Company from the original authorization of \$75,000.00 to \$300,000.00. Thereupon, after a discussion by the stockholders, motion was made by M. E. Cagle, a stockholder, and seconded by Jim Bass, a stockholder, and unanimously carried as follows:

"Resolved, that Butler Supply Company increase its capital stock from a present total of 7,500 shares of common stock at a par value of \$10.00 per share to a total authorized common stock of 30,000 shares of the par value of \$10.00 per share or a total of \$300,000.00.

Resolved further that the President of the Corporation or Vice President and the Secretary be authorized and directed to take such steps as may be required legally to amend the charter of Butler Supply Company in the Superior Court of Bibb County, Georgia, including the employment of an attorney, and that the President or Vice President and Secretary be authorized to sign any and all papers in connection with such amendment to charter and issuance of the increased capital stock."

I, I. L. Adams, Secretary of Butler Supply Company, a corporation organized and existing under the laws of the State of Georgia, with its principal office at Macon, Georgia, do certify that the above and foregoing is a true and correct copy of an excerpt from the Minutes of the Stockholders' Meeting of Butler Supply Company, held at Macon, Georgia, on December 19, 1956, authorizing an increase in the common stock of Butler Supply Company from 75,000 shares to 300,000 shares of the value of \$10.00 each, as said resolution appears on the official minutes of Butler Supply Company.

I further certify that the stockholders meeting of December 19, 1956, was legally called, noticed, and that a quorum of stockholders was present and that said resolution received more than a two-third's majority vote of the capital stock of Butler Supply Company entitled to vote thereon.

IN WITNESS WHEREOF, I have signed my name as the official Secretary of Butler Supply Company and have attached the corporate seal hereto in evidence of the genuineness of this certificate.

/s/ I. L. Adams
Secretary

(SEAL)

GEORGIA, BIBB COUNTY.

The within and foregoing petition of Butler Supply Company to amend its charter in the particulars therein set out being read and considered, and it appearing that said application is legitimately within the purview and intention of the laws of the State of Georgia, and it further appearing that the requirements of law in such cases provided have been fully complied with;

It is therefore ordered, adjudged and decreed that said application be, and the same is hereby, granted, and the charter of Butler Supply Company is hereby amended in the particulars specified in said application.

This 26 day of December, 1956.

Oscar R. Long
Judge, Superior Court of Bibb County

**The Macon Telegraph
The Macon News**

MACON, GA.

STATE OF GEORGIA

COUNTY OF BIBB

Personally appeared before me, a Notary Public within and for the above State and County, Lillian Lavine who deposes and says that she is checking clerk for The Macon Telegraph Publishing Company, publishers of The Macon News, and that \$ 48.00 has been paid for publication of legal advertisement for

**Petition for Amendment to Charter of
"BUTLER SUPPLY COMPANY"**

Lillian Lavine

Sworn to and subscribed to before me

this 26th day of December, 195 6

Harvey Allen
NOTARY PUBLIC, BIBB COUNTY, GEORGIA.

RECEIVED

DEC 29 10 50 AM '55

BEN W. FORTSON, JR.
SECRETARY OF STATE

No. 1000

MOTION DOCKET

CHARTER

BIRMINGHAM SUPERIOR COURT

RECORDED

IN RE

WILLIAM STACY GIBSON

COPY

PETITION FOR CHARTER

Filed in office, this

1955

James H. [Signature]

DEWEY, PETERSON & DEWEY

Attorneys

Memphis, Tenn.

CLERK'S OFFICE, 1112 SUPERIOR COURT:

I, **NICHAS ED. RALEY**, Clerk of 1112 Superior Court, do hereby certify that the attached petition for **Assignment to Custody of "MURDER SUSAN GUNN"**

was this day filed and that the Clerk's fees of \$ **6.00** have been paid.

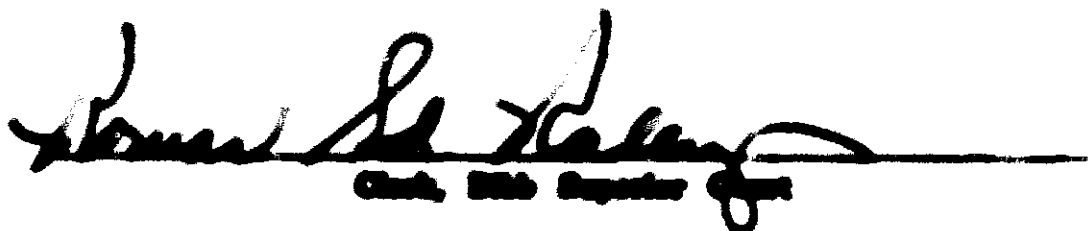
Witness my official signature and seal, this **20th** day of **DECEMBER** 19 **36**


Clerk, 1112 Superior Court

GEORGIA, 1112 COUNTY:

I, **NICHAS ED. RALEY**, Clerk of 1112 Superior Court, do certify that the foregoing is a true and correct copy of Application for **Assignment to Custody of "MURDER SUSAN GUNN"** with the order of the Judge thereon and the filing of the Clerk thereon, receipts for Clerk's cost paid and affidavit and receipt of Publisher for deposit to cover four insertions in News News as provided by law.

Witness my official signature and seal, this **20th** day of **DECEMBER** 19 **36**


Clerk, 1112 Superior Court

State of Georgia



OFFICE OF SECRETARY OF STATE

I, John B. Wilson, Secretary of State of the State of Georgia, do hereby certify, that

"BUTLER SUPPLY COMPANY"

was on the **8th** day of **January**, **1940**,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Spalding County for a period of **thirty-five** years
from said date, in accordance with the certified copy hereto attached, and that a certified copy
of the charter of said corporation has been duly filed in the office of the Secretary of State and
the fees therefor paid, as provided by law.

In Testimony Whereof, I have hereunto set my hand and affixed the
seal of office, at the Capital, in the City of Atlanta, this **16th** day
of **February**, in the year of our Lord One Thousand
Nine Hundred and **Forty-Six** and of the
Independence of the United States of America the One Hundred and
Seventieth.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

In the Superior Court of the State of Georgia

The above captioned petition by **L. E. Adams, D. L. Adams, E. L. Adams, et al.** against **Butler Supply Company, Georgia, et al.** and **E. L. Butler of Bacon County, Georgia**, for a charter for **BUTLER SUPPLY COMPANY'S** incorporation pending as for hearing and it appearing that said petitioners be in order and that the objects of said corporation come within the purview of the law,

It is ordered that the terms of the petition be granted and **Butler Supply Company, its heirs, executors and assigns** for 20 years from this date with power to renew said charter at the end of each term, said charter to consist of the petition and this order and said corporation shall have all the powers and rights set out in the petition for charter and as provided for under the laws of the State of Georgia and provided under the constitution of 1868 as set out in Chapter 107 of 1905, Chapter 10-1001-04. It appearing further that the amount of stock required has been paid in, it is ordered that said corporation be authorized to begin business immediately. The further purpose of the petition are also granted, hereby ordered that this judgment be filed and recorded in this court and that together with the petition is hereby declared to be the charter for **Butler Supply Company.**

At Macon, Georgia, January 2, 1946.

Filed in office
Jan 5th, 1946
V. H. Roberts, Clerk

Melvin D. Jones
~~Notary Public~~
Notary Public, Georgia

Town of Bibb, COUNTY OF BIBB:

Personally appeared before me, a Notary Public within and
for the above State and County Anna J. Harris, who
deposes and says that he is Checking Clerk for the Macon News
Printing Company and that \$ 26⁰⁰ has been paid for publication
of legal advertisement for Butler Supply Co. a corporation
application for charter

Sworn to and subscribed before me

Anna J. Harris

this 15 day of Jan. 1946

Mrs. Louise M. Thompson
Notary Public Bibb Co. Ga.

DUPLICATE



I, John B. Wilson, Secretary of State of the State of Georgia, do hereby certify that the name

"SOUTHERN SUPPLY COMPANY"

is not the name of any other existing corporation now registered in this office, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 18th day of December in the year of our Lord One Thousand Nine hundred and forty-five and of the Independence of the United States of America the One Hundred and Sixty-ninth.

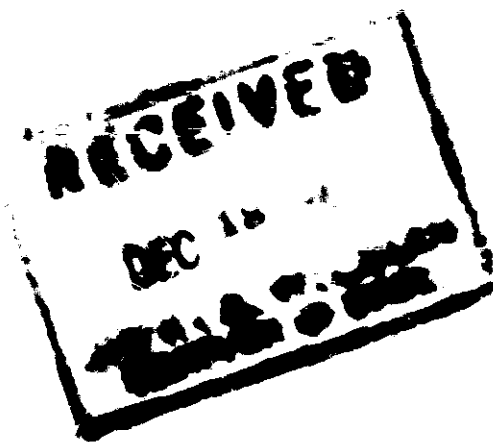
Wilson
1-9-46

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

WILSON, BENNETT, PEDRICK & BENNETT
ATTORNEYS AND COUNSELLORS AT LAW
WAYCROSS, GA.

LEON A. WILSON
JOHN W. BENNETT
LARRY F. PEDRICK
ERUNTO BENNETT
JOHN W. BENNETT

December 17, 1945



Mr. John B. Wilson
Secretary of State
State Capitol
Atlanta, Georgia

Dear Sir:

Please advise if the following three names
can be used for corporations and if they can please
forward certificate covering each one.

1. Butler Supply Company.
2. Electric, Inc.
3. Phyllis Wheatly Kindergarter Foundation.

Yours very truly,
E. Kay Gaudin

EKB/pd

WILSON, BENNETT, PEDRICK & BENNETT
ATTORNEYS AND COUNSELLORS AT LAW
WAYCROSS, GEORGIA

February 6, 1946

LEON A. BENNETT
OWN B. BENNETT
LARRY E. PEDRICK
E. MONTZ BENNETT
OWN B. BENNETT



Mr. John Wilson, Sec. of State
State Capitol
Atlanta, Georgia

Dear John:

Re: Butler Supply Company

We inclose duplicate petitions and charter and will
thank you to certify the one copy and return, together with your
statement.

Yours very truly,

WILSON, BENNETT, PEDRICK & BENNETT

By E. Montz Bennett

EKB:jg

Max. 30,000 Shares of stock @ \$10.00 Each., by Amend. 12/26/56.