



CHARTER OF INCORPORATION

OF

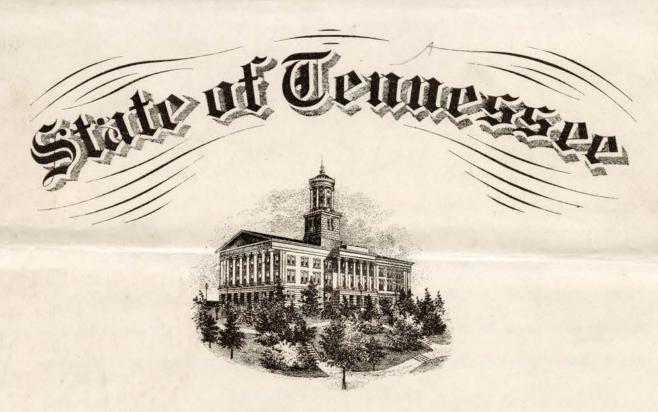
JOHNSON CITY MILLS

RECEIVED FEE. \$10.00

RECEIVED TAX. \$50.00

TOTAL. \$ 60.00

Secretary of State.



Department of State

I R. R. Sneed Secretary of State of the State of Tennessee do hereby certify that the annexed Instrument with Certificates of Schnowledgement and Registration were filed in my office and recorded on the 14th day of 1946, in Corporation Record Book 5.14.

In Testimony Whereof, Thave hereuntesubscribed my Offical Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of

Mashville, this 14th day of October A.D. 1916

Secretary of Sta

	STATE OF TENNESSEE, WASHINGTON COUNTY. No.
A I, CHAS.	S. MADEN, Register of said County. do hereby certify that the foregoing
received in m	y office for registration at / o'clock M., the / 7 day of
value	191 6, and was duly noted in Note Book No. 3, Page 287,
	in Book No. 128, Page 224
w uness 7.	ny hand, at office in Jonesboro, this the 17 day of Oct ,1916
A OF ENGLAPER	Register.

STATE OF TENNESSEE.

CHARTER OF INCORPORATION.

Be it known, that by virtue of the general laws of the land,
Ben A. Morton, C. L. Dooley, J. P. Roddy, G. H. Gallaher, and
T. F. Dooley, all mo e than twenty-one years of age, are hereby
constituted a body politic and corporate, by the name and style of
-JOHNSON CITY MILLS-

for the purpose of engaging in the manufacture and sale of socks, stockings, gloves, underwear, and all kinds of garments and clothing, and for buying, storing, selling and dealing in any and all kinds of material necessary for the manufacture of the same.

The authorized capital stock of said corporation shall be FIFTY THOUSAND (\$50,000.00) DOLLARS, divided into shares of ONE HUNDRED (\$100.00) DOLLARS each; the corporation, however, may begin business, and continue the same, with a less amount if its directors so elect.

GENERAL POWERS:

The general powers of the corporation shall be as follows:

- (1) To sue and be sued by the corporate name.
- (2) To have and to use a common seal, which it may alter at pleasure. If no common seal, then the signiture of the name of the corporation, by any duly authorized officer, shall be legal ans binding.
- (3) To purchase and hold, or receive by gift, in addition to the personal property owned by the corporation, any real estate necessary for the transaction of the corporate business, and also to purchase or accept any real estate in payment or part payment of any debt due to the corporation, and to sell realty for corporation purposes.
- (4) To establish by-laws, and to make all rules and regulations

not inconsistent with the laws and constitution deemed expedient for the management of the corporate affairs.

- (5) To appoint such subordinant officers and agents, in addition to the president, secretary or treasurer, as the business of the corporation may require.
- (6) To designate the name of the office, and fix the compensation of the officers.
- (7) To borrow money, and issue bonds or notes upon the faith of the corporate property, and also to execute a mortgage or mortgages as further security for the repayment of money thus borrowed.

SPECIAL PROVISIONS.

The following provisions and restrictions are coupled with said grant of powers:

- (1) A failure to elect officers at the proper time does not dissolve the corporation, but those in office hold until the election or appointment and qualification of their successors.
- (2) The term of all officers may be fixed by the by-laws of the corporation, the same not, however, to exceed two years.
- (3) The corporation may by by-laws make regulations concerning the subscription for, or transfer of stock; fix upon the amount of capital to be invested in the interprise, the division of the same into shares, the time for the payment thereof by the subscribers of the stock, the amount to be called at any one time; and in case of failure of any stockholder to pay the amount thus subscribed by him at the time and in the amount thus called, a right of action shall exist in the corporation to sue said defaulting stockholder for the same.

DIRECTORS, QUORUM.

members, at the option of the corporation, to be elected either in person or by proxy, by a majority of the votes cast, each share representing one vote, shall keep a full and true record of all their proceedings; and an annual statement of receipts and disbursements shall be copied on the minutes, subject at all times

to the inspection of any stockholder. A majority of the board of directors shall constitute a quorum, and shall fill all vacancies until the next election. The first board of directors shall consist of the five or more incorporators who shall apply for and obtain the charter.

BOOKS.

The books of the corporation shall show the original or subsequent stockholders; their respective interests; the amount which has been paid on the shares subscribed; the transfer of stock, by and to whom made; also other transactions in which it is presumed a stockholder or creditor may have any interest.

UNPAID STOCK.

The amount of any unpaid stock due from a subscriber to the corporation, shall be a fund for the payment of any debts due from the corporation. The transfer of stock by any subscriber does not relieve him from payment unless his transferee has paid up all or any of the balance due on his original subscription.

EXPRESS AND IMPLIED POWERS.

By no implication or construction shall the corporation be deemed to possess any powers except those hereby expressly given or necessarily implied from the nature of the business for which the charter is granted, and by no inference whatever shall said corporation possess the power to discount bills or notes, deal in gold or silver coin, or issue any evidences of debt as currency.

CHARTER MAY BE REPEALED OR AMENDED.

The right is reserved to repeal, annul, or modify this charter. If it is repealed or if the amendments proposed being not merely auxiliary but fundamental, are rejected by a vote representing more than half the stock, the corporation shall continue to exist for the purpose of winding up its affairs but not to enter upon any new business. If the amendments or modifications being fundamental are accepted by the corporation as aforesaid in a general meeting to be called for that purpose any minor, married woman, or

other person under disability, or any stockholder not agreeing to the acceptance of the modification shall cease to be a stockholder, and the corporation shall be liable to pay said withdrawing stockholders the par value of their stock, if it is worth so much; if not, then so much as may be its true value in the market on the day of the withdrawal of said stockholders, as aforesaid; provided, that the claims of all creditors are to be paid in preference to said withdrawing stockholders.

POWERS OF CONDEMNATION.

The corporation shall have the power and right, in pursuance of the general law authorizing the condemnation of private property for internal improvements, as set forth in sections 1325 to 1348, inclusive, of the Code, to condem a right of way necessary for the transaction of corporate business, not exceeding thirty feet in width, over the lands of any private person or corporation, and such right of way is hereby declared to be a public road.

ANNUAL STATEMENT.

Annually, during the month of January, the president shall make and publish in a newspaper printed in the county where the principal office of the business is located, or if no newspaper is printed in that county, then, in an adjoining or nearest county where a newspaper is printed, a sworn statement, showing the amount of the capital stock and the existing liabilities, and a list of the names of the stockholders.

PAYMENT OF CAPITAL STOCK.

Nothing but cash shall be taken in payment of any part of the capital stock, or land at a fair cash valuation, and no loan of money shall at any time be made to any stockholder thereof, and any such loan shall render the directors consenting thereto individually liable for the amount thereof; this liability to extend in favor of innocent stockholders as well as creditors.

other person under disability, or any stockholder not agreeing

FALSE STATEMENT.

The making of a false statement to be printed as aforesaid shall render all persons assesting thereto individually liable to all persons dealing or trading with said company, upon the faith of said fraudulent statement.

INDEBTEDNESS.

exceed the capital stock paid in, the directors assenting thereto shall be individually liable to the creditors for said excess. The stockholders are jointly and severally liable individually at all times for all moneys due and owing to laborers, servants, clerks, and operatives of the company, in case the corporation becomes insolvent.

DIVIDEND.

If the directors declare and pay any dividends when the company is insolvent, on which declarations of dividends would diminish the amount of the capital stock, they shall be jointly and severally liable to creditors for the amount of the dividend thus declared. Any director may avoid liability by voting against the dividend, or by filing his objection in writing as soon as he ascertains a dividend has been declared.

ADDITIONAL POWERS.

The corporation shall have power to raise, buy, sell, and deal in agricultural products, operate flouring and other mills, and deal in merchandise.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a charter of incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

This October 10th, 1916.

Land. Morton Daaley J. J. Gallaher I. H. Worsley STATE OF TENNESSEE)
WASHINGTON COUNTY)

Personally appeared before me, W. C. Leab, Clerk of the County Court of Washington County, Tennessee, the within T. F. Dooley, with whom I am personally acquainted, and acknowledged that he executed the foregoing instrument for the purposes therein contained, and the said T. F. Dooley, having been duly sworn, deposes and says: That he is acquainted with Ben A. Morton, C. L. Dooley, J. P. Roddy, and G. H. Gallaher, whose names are signed to the foregoing instrument; that he was present and saw the said parties sign said instrument, and knows that the signatures of said parties to said instrument appended are their genuine signatures, and that they acknowledged in his presence that they signed the same as applicants for the charter prayed for and that they executed the same for the purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal in my office in Johnson City, Tennessee, this 12th day of October, 1916.

By M. D. Leah Clerk

Lien dey as October, 1916.

STATE OF TENNESSEE, WASHINGTON COUNTY. No. CHAS. S. MADEN, Register of said County, do hereby certify that the foregoing together with the Certificate of Probate, was received in my office for registration at o'clock of m., the day of Clock, 191 and was duly noted in Note Book No. 3, Page 287, and recorded in Book No. 28, Page 222 Witness my hand, at office in Jonesboro, this the day of October, Register.

Personally appeared before me, W. C. Leab, Chenk of the County County County of Mephinston county, Menhasses, the within of the T. J. Dooley, with whom I am personally acquainted, and acknowledged that he executed the foregoing instrument for the purposes therein contained, and the said T. M. Dooley, having been culy sworm, deposes and says: That he is acquainted with hem.

WASHINGTON COUNTY ;

12-1 P-222 Return to Chas. D. Maden & Trobated in the Office of The County Court Clark Hennessee, on this the Fex 50 paid. Repleter's Dec 5_ Daid 10/12 1986 Chas of males, Lee 7. Miller



CHARTER OF INCORPORATION

JOHNSON CITY MILLS AMDT.

RECEIVED FEE, \$ 10.00

RECEIVED TAX, \$ 25.00

Joe B. Sterns

Secretary of State.



Aepartment al State | **

I Ike B. Stevens, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificates of Schnowledgment and Registration were filed in my office and recorded on the 14th day of March 1918, in Corporation Record Book P-13

page 468.

In Testimony Mhorrot, Thave hereunte subscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Mashville, this 14th day of

March 1.11.1918.

Inel B. Stevens. Secretary of State.

State of Tennessee, Mashington County No.
I, Chas. S. Maden, Register of said County, do hereby certify that the foregoing Instrument, together with the Certificate of probate, was received in my office for registration at 3 o'clock P.M., the 15" day of day of 191 %, and was duly noted in Note Book, No. 3, Page 3 6 8,
and recorded in Deed Book, No. 133, Page 57 Witness my Mand, at office in Jonesboro, this the 15 day of Warch, 1918
00 - 64

STATE OF TENNESSEE

TO

Charter of Incorporation

Whereas, at a regular meeting of the stockholders of Johnson City Mills

Company, properly called and held at the offices of said Company, in the town of __ Johnson_City. Tennessee, a resolution was passed authorizing the directors of said company to apply for an amendment to the charter of their said company, changing the name of the same (or increasing the capital stock thereof), which resolution has been duly entered upon the minutes of said company. Now. therefore. We, the undersigned, comprising the Board of Directors of __ Johnson_City__ Company, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said charter of incorporation for the purpose of investing said corporation with the power to increase its capital stock from Fifty Thousand Dollars (\$50,000.00) to Seventy-five Thousand Dollars (\$75,000.00), to be divided into-Seven Hundred and Fifty (750) shares of the par value of One Hundred Dollars (\$100.00) each. Witness our hands, this the seventh __day of ____ March State of Tennessee, Washington County Personally appeared before me, W. C. Leab, County Court Clerk inand for Washington County, Tenn., Ben A. Morton, J. P. Roddy, G. A. Callaber, T. F. Dooley, C. L. Dooley, Geo. T. Wofford and Fred J. Moses, with all of whom I am personally acquainted, and who acknowledged that they executed the within application for the purposes therein expressed. Witness my hand and seal at office in Washington County, Tenn., this the 7th day of March, 1918.

STATE OF TENNESSEE - Washington County:

Personally appeared before me, the undersigned, W. C. Leab, county court clerk in and for Washington county, Tennessee, T.

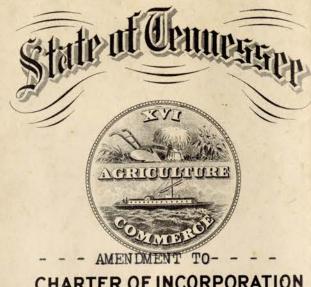
F. Dooley, one of the signers of the foregoing and annexed application, and with whom I am personally acquainted, and who, being first duly sworn, deposed and said: that he is acquainted with J. P. Roddy and G. H. Gallaher, two of the directors of the corporation, Johnson City Mills, and two of the persons who signed the foregoing and annexed application; that he is acquainted with the signatures of said J. P. Roddy and G. H. Gallaher; that said T. P. Roddy and G. H. Gallaher signed and executed the foregoing and annexed application in his presence, and that they and each of them acknowledged before him that they did so execute said paper, for the purposes therein expressed.

WITNESS my hand and seal at office in Washington courty,
Tennessee, this the 11th day of March, 1918.

HO, Lead Clerk.

State of Tennessee, Mashington County No.
I, Chas. S. Maden, Register of said County, do hereby certify that the foregoing Instrument, together with the
Certificate of probate, was received in my office for registration at o'clock QM., the day of
March 1918, and was duly noted in Note Book, No. 3, Page,
and recorded in Deed Book, No. 133, Page 56
Witness my Mand, at office in Jonesboro, this the 12' day of March , 1918
Chas. S. Maden REGISTER.

Johnson Bey miles Probated in the office of the County Court of Washington County Denn, on this the 12th day of March, 1918. The 15th Paid By J. H. anderson, De. Appletais Des \$ 3 25. Paid MART 1 2 1988 191_ Chas & MAR 1 1918
Chas & Mar 1 1918
Country Registers



CHARTER OF INCORPORATION

JOHNSON CITY MILLS.

RECEIVED FEE, \$ 10.00.

RECEIVED TAX, \$ 25.00.

TOTAL, \$ 35.00.

Cruesh Wy Haston secretary of state.



Department of State

I, Ernest N. Baston, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificates of Schnowledgment and Registration were filed in my office and recorded on the 28TH, day of APRIL, 1922, in Corporation Record Book P-16,

page 351,

In Testimony Whorrof, Thave hereuntesubscribed my Official
Signature and by order of the Governor affixed the Great

Seal of the State of Tennessee at

the Department in the City of

Mashville, this

28TH, day of



APRIL, A.II. 1922,

Ement M. Haston

Secretary of State.

State	nf	Tennessee,	Mashington	County:

No.____

Witness My Gand, at office in Jonesboro this the _____ day of ____ Muy ___ 1922.

STATE OF TENNESSEE.

AMENDMENT -TOCHARTER OF INCORPORATION.

WHEREAS, at a regular meeting of the stockholders of Johnson City Mills, properly called and held at the offices of said Company, in the Town of Knoxville, Tennessee, a resolution was passed, authorizing the directors of said Company to apply for an amendment to the charter of their said Company, which resolution has been duly entered upon the Minutes of said Company.

NOW, THEREFORE, we, the undersigned, comprising the Board of Directors of Johnson City Mills, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said charter of incorporation for the purpose of investing said corporation with the power to increase the capital stock of said corporation from Seventy Five Thousand (\$75,000.00) Dollars to One Hundred Thousand (\$100,000.00) Dollars, to be divided into one thousand shares (1000), of the par value of One Hundred Dollars (\$100.00) per share.

Witness our hands, this the 19th day of April, 1922.

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STATE OF TENNESSEE,)
WASHINGTON COUNTY.

Personally appeared before me, W. C. Leab, County Court Clerk of Washington County, Tenn., the within named T. F. Dooley and George T. Wofford, two of the directors who executed the foregoing and annexed application for an amendment to be issued in behalf of Johnson City Mills, and with whom I am personally acquainted, and who acknowledged that they executed the foregoing and annexed instrument for the purposes therein contained.

MILLER & DEPEW ATTORNEYS AT LAW JOHNSON CITY, TENNESSEE And the said T. F. Dooley. having been duly sworn, de-

poses and says: That he is acquainted with Ben A. Morton,

AMENDMENT -TO-CHARTER OF INCORPORATION.

J. P. Roddy, G. H. Gallaher, C. L. Dooley and C. Powell Smith, five persons composing the remaining members of the Board of Directors of said Company, and whose names are signed to the foregoing instrument; that he, the said Dooley, was present and saw the said parties sign said instrument; that he knows the signatures of said parties named, and that the signatures of said parties to said instrument appended, are their genuine signatures; and that they, and each of them acknowledged in his presence that they signed the same as applicants for the amendment to the charter prayed for, and that they executed the same for the purposes therein expressed.

State of Tennessee, Washington County:

No._____

I, CHAS. S. MADEN, Register of said County, do hereby certify that the foregoing Instrument, together with the Certificate of Probate, was received in my office for registration at 7 o'clock, ... M., on the 26 day of 1922, and was duly noted in Note Book, No. 4, Page 758, and recorded in ... Deed Book No. 151 Page 370.

Witness My Gand, at office in Jonesboro, this the 26 day of 1922.

Chas A Maden, Register.

MILLER & DEPEW ATTORNEYS AT LAW JOHNSON CITY, TENNESSEE

300 april 26 22 Trobated in the office of The County Court Clark of Washington County Vainness-see on This the 27 th day of afriel, 1922

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retast. M.3 Machaelle

> LEE F. MILLER ATTORNEY AT LAW JOHNSON CITY, TENNESSEE

G. T. LEE

O. M. FAII

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CHARTER OF INCORPORATION

OF

JOHNSON CITY MILLS

RECEIVED FEE, \$ 10.00

RECEIVED TAX, \$ 15.00

TOTAL, \$ 25.00

Cruesh 14 Haston Secretary of State

3.00



Aepartment of State

Itate of Tennessee, do hereby certify that the annexed Instrument with Certificate of Seknowledgment was filed in my office and recorded on the 10th day of December 1934, in Corporation Record Book P-22, page 286.

In Testimony Whereof, Thave hereuntosubscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Mashville, this 10th day of

December A.D. 19 34.

Erust n. Harlon

Secretary of State.

STATE OF TENNESSEE.

AMENDMENT TO CHARTER OF INCORPORATION,

OF

JOHNSON CITY MILLS.

WHEREAS, JOHNSON CITY MILLS, a corporation organized under the laws of the State of Tennessee, with situs and principal place of business in Johnson City, Tennessee, desires to have its charter amended for the following purpose, to-wit:

To increase its present authorized capital stock of \$100,000.00 to an authorized capital stock of \$250,000.00 of common stock, divided into shares of \$100.00 each; and

WHEREAS, the Board of Directors of said corporation adopted a resolution, setting forth the proposed amendment, declaring its advisability and calling a meeting of the stockholders of record, entitled to vote in consideration thereof; and

which meeting was the regular annual meeting of the stockholders of said corporation, it was unanimously resolved by the stockholders present at said meeting, constituting a majority of the voting power and stockholders of said corporation, that said amendment should be applied for:

NOW, THEREFORE, we, the undersigned, comprising the Board of Directors of Johnson City Mills, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said charter of incorporation, for the purpose therein shown, to-wit, to increase the present authorized capital stock of said corporation from its present authorized capitalization of \$100,000.00 to \$250,000.00, all of said stock to be divided into shares of the par value of \$100.00 each.

WITNESS our sigen tures, this the 28 day of Movember. 1934. Public in und for said himse and within names incorporators, with and acknowledged that he treat to

STATE OF TENNESSEE, COUNTY OF WASHINGTON.

Personally appeared before me, Salter Source a Notar Public in and for said State and County, T. F. DOOLEY, one of the within named incorporators, with whom I am personally acquainted, Hooges a Notary and acknowledged that he executed the within application for amendment to charter of Johnson City Mills, for the purpose therein contained and expressed.

WITNESS my hand and official seal at office in Johnson City, Tennessee, this the 28 day of November, 1934.

My Commission Expires April 25, 1938

STATE OF TENNESSEE, COUNTY OF KNOX.

Personally appeared before me, Mr. Sheyhar a Notary Public in and for said State and County, B. A. Morton, J. P. Roddy, C. L. Dooley and G. H. Gallaher, four of the within named incorporators, with whom I am personally acquainted, and acknowledged that they executed the within application for amendment that they executed the within application for amendment to charter of Johnson City Mills, for the purpose therein contained and expressed.

WITNESS my hand and official seal at office in Knoxville, Tennessee, this the 3 day of elecution, 1934.

Oh as Lugher PUBLIC.

My Commission Expires July 10, 1938

My Commission Expires

STATE OF TENNESSES Washington County Dec-13-1934 Filed for Registration. Sioo a, M., and Noted in Note Book No. 92 misc. Don C. Boyer,

