



BYLAWS for the

Crawford Johnson, III and Walker Johnson Jones Scholarship Program

Coca-Cola Bottling Company UNITED, Inc. establishes the following procedures to govern the operation of its scholarship programs for eligible children, step-children, grandchildren and step-grandchildren of the employees of Coca-Cola Bottling Company UNITED, Inc.

Article 1

OBJECTIVES AND PURPOSES

The Crawford Johnson, III and Walker Johnson Jones Scholarship Programs have been established to provide scholarships to eligible children, step-children, grandchildren and step-grandchildren of the employees of Coca-Cola Bottling Company UNITED, Inc. who are pursuing undergraduate degrees at recognized educational institutions as specified in Section 5 of Article IV. The scholarships awarded are not to be employment incentives or compensation for past, present, or future services rendered to the Company by the employees or their children, step-children, grandchildren or step-grandchildren. The scholarship programs shall not be used by the Company to recruit employees or to induce employees to continue their employment or otherwise follow a course of action sought by Coca-Cola Bottling Company UNITED, Inc. In addition, once a scholarship is awarded, it is not conditional on the status of employment in the future.

Article II

SCHOLARSHIP SELECTION COMMITTEE

Section 1

RESPONSIBILITIES

The scholarship Selection Committee (hereinafter called “the Committee”) shall select the scholarship recipients from the applicants for such scholarships in accordance with the criteria set forth in Article III and Article VI hereof.

Section 2
NUMBER

The Committee shall consist of not less than three (3) members, the exact number to be determined from time to time by the management of Coca-Cola Bottling Company UNITED, Inc. (hereinafter called "CCBCU").

Section 3
SELECTION

The members of the Committee shall be selected by CCBCU in accordance with the provisions of this Article II. Such members shall be individuals totally independent (except for participation on the Committee) and separate from CCBCU. Further, in no event shall any employee or former employee of CCBCU be a member of the Committee. No member of the Committee may derive a private benefit, directly or indirectly, as the result of the selection of scholarship recipients or renewal recipients.

Section 4
COMPENSATION

The members of the Committee shall receive an appropriate honorarium for their services. The amount of the honorarium shall be determined by CCBCU and shall be paid to the members of the Committee by CCBCU.

Section 5
TERM

The members of the Committee shall serve at the pleasure of CCBCU and as the Company deems appropriate.

Section 6
VACANCY

Any vacancy occurring on the Committee, for any reason, shall be filled as soon as possible by CCBCU.

Article III

GUIDELINES FOR GRANTING SCHOLARSHIPS

Section 1

ELIGIBLE APPLICANTS

The scholarships granted by the Committee shall be awarded to students who are children, step-children, grandchildren or step-grandchildren of the employees of CCBCU who (i) will have obtained a high school diploma or its equivalent by the end of the school year, and (ii) are planning to attend and meet the minimum standards for admission to, or have been accepted for admission at the freshman level by, an educational institution which falls within the definition set forth in Section 5 of Article IV, and (iii) will be enrolled in undergraduate, post high school studies on a full-time basis. However, scholarships may not be awarded to (i) any child, step-child, grandchild or step-grandchild of a director of CCBCU; (ii) or any child, step-child, grandchild or step-grandchild of a corporate officer of CCBCU. As the terms are used herein, “child” or “children”, “step-child” or “step-children”, “grandchild” or “grandchildren”, “step-grandchild” or “step-grandchildren” shall mean an employee’s child, step-child, grandchild or step-grandchild who, at the time of the application deadline, is (i) under the age of 22 (or under the age of 26 if the child, step-child, grandchild or step-grandchild has served in the armed forces), (ii) either a natural child or grandchild, legally adopted child or grandchild, or stepchild or step-grandchild of the employee.

“Employee” shall satisfy ALL of the following requirements: an employee must (i) have worked for CCBCU for at least one continuous year as of January 1st of the year in which the scholarships are awarded, and (ii) be, as of the date the scholarships are awarded, a current full-time employee of CCBCU; “director” shall mean a member of the Board of Directors of CCBCU; and “degree” shall mean only those Associate’s or Bachelor’s Degrees awarded by educational institutions falling within the definition set forth in Section 5 of Article IV.

Section 2

SOLICITATION OF APPLICANTS

Applicants shall be solicited by means of wide dissemination of information regarding the availability of the scholarships. The method of disseminating this information shall be determined from time to time by CCBCU.

Section 3
SELECTION CRITERIA

Scholarships shall be awarded on the basis of the following criteria: (a) the applicants' prior academic performance; (b) recommendations from instructors or other individuals not related to the applicants; (c) the leadership ability of the applicants as evidenced by extra-curricular activities; (d) performance on either the SAT Test, ACT Test or some other equivalent test designed to measure ability and aptitude for higher education; and (e) such other selection criteria as the Committee deems appropriate.

Selection of scholarship recipients shall be based upon substantial standards that are completely unrelated to the employment of the recipients or their parents, step-parents, grandparents or step-grandparent. There shall be no requirement, condition, or suggestion, expressed or implied, that the recipient or parent step-parents, grandparents or step-grandparent is expected to render future employment services to CCBCU or be available for such future employment, even though such future employment is at the discretion of the Company.

A scholarship recipient shall not be bound to work for the Company nor to perform any kind of service for either the Company or the Coca-Cola Scholars Foundation.

Scholarships shall be awarded solely in the order recommended by the Committee. The number of scholarships to be awarded may be reduced but may not be increased by the Company from the number recommended by the Committee.

Section 4
OBJECTIVE AND NONDISCRIMINATORY SELECTION

The scholarships shall be awarded on an objective and nondiscriminatory basis. The Committee shall not discriminate against any applicant on the basis of sex, race, religion, or national origin.

Article IV

SCHOLARSHIP TERMS

Section 1 NAME

The scholarships awarded shall be known as the "Crawford Johnson, III and the Walker Johnson Jones Scholarships".

Section 2 NUMBER

The number of scholarships awarded each year will be determined by CCBCU.

Section 3 LENGTH AND AMOUNT

The scholarships shall be for one (1) academic year, but shall be automatically renewed for the amount of time normally acquired to earn a degree in accordance with Article VI hereof.

The scholarship shall not exceed four (4) years. The amount of the scholarship shall range from \$1,000.00 to \$10,000.00 per year.

Section 4 METHOD OF PAYMENT

All scholarship monies shall be paid by the Coca-Cola Scholars Foundation directly to the educational institution to be credited against the recipient's expenses. Any scholarship monies paid directly to the educational institution for the account of the recipient that are not used in an academic year, shall be refunded to the Coca-Cola Scholars Foundation for credit to the Crawford Johnson, III and Walker Johnson Jones Scholarship funds.

Section 5 EDUCATIONAL INSTITUTIONS

The recipient of a scholarship may select any accredited, non-profit college or university, either public or private, at which to use the scholarship, regardless of where said institution is located within the United States. Recipients are free to change to other accredited educational institutions and retain the award.

Section 6
COURSES OF STUDY

No restrictions whatsoever shall be placed on the courses of study pursued by the recipient. The recipient shall have free choice to use the scholarship in the pursuit of any course of study and may change courses of study.

Awarding of the scholarships shall be consistent with a disinterested purpose of enabling the recipients to obtain an education in their individual capacities solely for their personal benefit.

Section 7
TERMINATION

A scholarship may not be terminated because the recipient's parent or grandparent terminates employment with CCBCU subsequent to the awarding of the scholarship, regardless of the nature of termination.

Article V
SUPERVISION OF SCHOLARSHIP GRANTS

Section 1
RECIPIENT REPORTING REQUIREMENTS

The recipient must provide the Coca-Cola Scholars Foundation with an official transcript, on an annual basis, from the educational institution by July 1 of each year detailing the courses taken and grades received by the recipient during the most recent academic year. Upon completion of a recipient's study at an educational institution, a final official transcript of his academic performance at such institution must be provided to the Foundation.

Section 2
INVESTIGATION OF JEOPARDIZED GRANTS

When reports or other information to the Coca-Cola Scholars Foundation (including failure to submit transcripts after a reasonable time has elapsed from their due date) indicate that all or any part of the scholarship fund is not being used for the purpose of the scholarship, the foundation shall initiate an investigation.

Section 3

RETENTION OF RECORDS

CCBCU shall retain records pertaining to all scholarships awarded to individuals by including, but not limited to, (i) all information secured to evaluate the qualification of potential recipients, (ii) identification of recipients, including any relationship to any Committee member or other disqualified person, and (iii) all transcripts received from the recipient and the results of any investigation conducted under Section 2 of this Article. Said transcripts shall be retained for four (4) years following the close of the academic year for which the scholarship, or latest renewal thereof, was granted.

Article VI

SCHOLARSHIP RENEWALS

Section 1

RENEWAL

Although the scholarships granted hereunder are for one (1) academic year, they shall be automatically renewed for the amount of time normally required to earn a degree so long as the standards set forth below are met. The scholarship granted shall not exceed 4 (four) years. Scholarship recipients are expected to maintain a satisfactory academic performance in accordance with the guidelines established by the Coca-Cola Scholars Foundation. If the Coca-Cola Scholars Foundation determines that this has been maintained, the scholarship will be automatically renewed for the succeeding academic year. If satisfactory progress has not been maintained, the decision to renew the scholarship for the succeeding academic year shall be made by the Coca-Cola Scholars Foundation taking into account all relevant factors.

A renewal will not be granted, however (i) if the Company, The Coca-Cola Scholars Foundation or the Committee has any information indicating that the original scholarship is being used for any purpose other than that for which it was made, (ii) if any of the transcripts required by Section 1 of the Article V have not been furnished at the time the renewal decision is to be made, or (iii) if the recipient is placed on academic or disciplinary probation for two grading periods, whether or not consecutive, by an educational institution he has attended.

Section 2
STANDARDS

The standards for renewal shall be based solely upon non-employment-related factors, such as maintenance of scholastic standards. Renewal shall not be denied because the recipient parent or grandparent has previously terminated employment with CCBCU so long as the parent or grandparent met the employment requirement at the time the scholarship was first awarded, no further employment requirement shall be effected at the time of renewal.

At the time the scholarship is renewed, there shall be no requirement, condition, or suggestion, expressed or implied, that the recipient or parent or grandparent is expected to render future employment services to the Company.

Section 3
VOLUNTARY SUSPENSION

If a scholarship recipient enters a branch of the armed forces while on scholarship, upon receipt of written notification to the Coca-Cola Scholars Foundation, the scholarship will be suspended while the recipient is in the armed services. Upon written request to the Coca-Cola Scholars Foundation, the scholarship will be reinstated following an honorable discharge, or the equivalent thereof, and has resumed full-time study. In addition, with the written permission of the Coca-Cola Scholars Foundation for good cause shown, a recipient may remain out of school for up to one (1) year, during which time his scholarship will be suspended. The recipient's scholarship will be reinstated, upon his written request of the Coca-Cola Scholars Foundation, when he resumes full-time study at an educational institution which falls within the definition set forth in Section 5 Article IV.

Article VII
SCHOLARSHIP AMMENDMENTS

CCBCU may, from time to time, amend these procedures, as it deems necessary.

Article VIII
TERMINATION

CCBCU may terminate the scholarship program at any time; provided, however, that in the event the scholarship program is terminated, these operating procedures shall remain in effect until all recipients are no longer eligible to receive scholarship renewals or reinstatements.