

STATE OF SOUTH CAROLINA ) JAN 18 2 21 PM '77

COUNTY OF GREENVILLE ) OLLIE FABNS R.H.C. MEMORANDUM OF PARTNERSHIP AGREEMENT

THIS AGREEMENT made and entered into this 30th day of December, 1971, between R. Patrick-Jenkins, Faust Nicholson, C. R. Maxwell, T. C. Threatt, and William R. McCoy, all of Greenville, South Carolina, and Caine Company, a corporation chartered under the laws of the State of South Carolina with its principal place of business being in Greenville, South Carolina.

W I T N E S S E T H :

(1) Name and Business. The parties do hereby form a partnership under the name of Boiling Springs Realty Company, to own, build upon, develop, subdivide, alter, repair, rent, lease, and otherwise deal with real and personal property, of any kind and description, particularly a tract of land in Greenville County a description of which is attached hereto and designated as Exhibit "A".

(2) Principal Place of Business. The principal place of business of the partnership shall be in Greenville, South Carolina. The partnership shall continue until terminated as set forth in the Partnership Agreement dated December 30, 1971, by and between the parties hereto, which Agreement is incorporated herein by reference.

(3) Management, Duties and Restrictions.

a) The decisions of R. Patrick Jenkins, and Frank B. Halter (hereinafter sometimes called the managing partners) shall be controlling with respect to the management, conduct and operation of the partnership business in all respects and in all matters, including but not limited to, full power to sell and convey the property or any parts thereof on such terms as they may determine, to lease the property or any parts thereof on such terms and for such periods as they may determine, to mortgage the property, whether such mortgage be a first or second lien, to make any agreements modifying any such lease or mortgage, and to borrow or lend money on behalf of the partnership. In the event R. Patrick Jenkins and Frank B. Halter shall be unable to agree on any matter in connection with the aforesaid management, and control of said property and business, or

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