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STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP OF
ROPER MOUNTAIN ASSOCIATES

THIS CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
made and entered into as of the 4th day of November, 1977, by
and among Jim D. Thomas and Philip T. Bradley, as General Partners,
and Nancy W. Yongue, as original Limited Partner and those persons
31 Rendall Green Dr., Greenville, S.C. 29607
who shall hereafter be admitted as additional Limited Partners of
Roper Mountain Associates in accordance with the terms hereof.

WHEREAS, the parties hereto desire to form a limited partner-
ship under the laws of the State of South Carolina for the purposes
and upon the terms stated herein.

NOW, THEREFORE, in consideration of the premises and covenants
contained herein, the parties hereto, intending to be legally bound
and after being duly sworn, do hereby mutually agree as follows:

I. Formation.

The parties hereto hereby form a limited partnership pursuant
to the provisions of the Uniform Limited Partnership Act of South
Carolina as set out in South Carolina Code of Laws (1962), as amended,
Sections 52-101 et. seq.

II. Name and Principal Office.

(a) The name of the Partnership shall be:

ROPER MOUNTAIN ASSOCIATES

(b) The principal place of business of the Partnership and
the mailing address of the Partnership shall be 757 - A
North Pleasantburg Drive, Greenville, South Carolina
29607. The Partnership may relocate such office from time to time in
the vicinity of Greenville, South Carolina, or have such additional
offices as the General Partners may determine.

III. Defined Terms.

When used in this Agreement, the following terms shall have the
meanings set forth below:

- (a) "Agreement" shall refer to this Certificate and Agreement
of Limited Partnership, as the same may be amended from time to time.
- (b) "Capital Contributions" shall refer to the cash contribution
made to the Partnership by the Limited Partners in return for Limited
Partnership Units.

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Date _____
I HEREBY CERTIFY THAT THE CORRECT COPY OF THIS ANNEX C
IS FILED WITH THE
CLERK OF THE COURT IN THE COUNTY OF GREENVILLE,
SOUTH CAROLINA.
O. Grand Hunter

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