

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

MEMORANDUM
OF
PARTNERSHIP AGREEMENT

This Memorandum is for the purpose of documenting for the public record that Alliance Haywood Associates is a South Carolina general partnership, duly and legally formed under the laws of the State of South Carolina. Furthermore, said partnership is composed of:

- John B. Hipp
- Thomas H. Cluderay
- W. Hayne Hipp
- David W. Glenn

The Partnership Agreement of said Alliance Haywood Associates authorizes the said four (4) partners to bind said partnership by the signature of each and every partner on any document of legal comport and, specifically, the signatures of all four (4) of said partners shall be required on those certain loan documents given this day by said partnership unto Steven Van Auten, Lincoln of South Carolina, Inc., and Bankers Trust of South Carolina.

A certified copy of the original Partnership Agreement of Alliance Haywood Associates shall be available to those with proper cause to inquire at the offices of Yarborough, Mauldin & Allison, Attorneys at Law, 710 East McBee Avenue, Greenville, South Carolina, 29601.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 15th day of JANUARY, 1981.

In the presence of:
[Signature]
[Signature]

ALLIANCE HAYWOOD ASSOCIATES

[Signature]
John B. Hipp, Partner

[Signature]
Thomas H. Cluderay, Partner

[Signature]
W. Hayne Hipp, Partner

[Signature]
David W. Glenn, Partner

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PROBATE

Personally appeared the undersigned witness and made oath that (s)he saw the within named Partnership, by its partners, sign, seal and as their act and deed, deliver the within written document, and that (s)he with the other witness subscribed above witnessed the execution thereof.

SWORN to before me this 15th day of JANUARY, 1981
of [Signature]
Notary Public for South Carolina
My Commission Expires: 3/24/82

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