

STATE OF SOUTH CAROLINA FILED )  
COUNTY OF GREENVILLE ) CO. S. CERTIFICATE OF AUTHORITY  
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This Certificate of Authority entered into this 15<sup>th</sup> day of December, 1980, by and between DEE SMITH COMPANY, INC. and WM. E. SMITH, LTD., being all of the Partners of THE SMITH CO.'S, A SOUTH CAROLINA GENERAL PARTNERSHIP.

W I T N E S S E T H :

WHEREAS, as of December 1, 1980, the above parties entered into Articles of Partnership, creating a General Partnership known as "THE SMITH CO.'S, A SOUTH CAROLINA GENERAL PARTNERSHIP"; and

WHEREAS, the parties desire to certify who will be authorized to execute certain documents for the Partnership;

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, the parties do hereby agree and certify as follows:

(1) That Section 5.7 of the Partnership Agreement contains the following provision:

5.7 Delegation of Partner's Authority. Each Partner may from time to time, by an instrument in writing, delegate all or any of its powers or duties hereunder to another Partner or Partners.

Every contract, deed, note, mortgage, lease and other instrument executed by any Partner shall be conclusive evidence in favor of every Person relying thereon or claiming thereunder that at the time of the delivery thereof (a) this Partnership was in existence, and (b) this Agreement had not been amended in any manner so as to restrict the delegation of authority among Partners. Any Person dealing with the Partnership or the Partners may always rely on a certificate signed by both Partners hereunder:

- (a) As to who are the Partners hereunder;
- (b) As to the existence or nonexistence of any fact which constitutes a condition precedent to acts by the Partners or in any other manner germane to the affairs of this Partnership;

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