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VOL 1215 PAGE 394

STATE OF SOUTH CAROLINA)
:
COUNTY OF GREENVILLE)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that as principal (the "Principal"), I, **FLORA B. WINCHESTER**, a resident of Greenville, the State and County aforesaid, have made, constituted and appointed and by these presents do make, constitute and appoint my husband, **FLOYD WINCHESTER, JR.** my true and lawful attorney ("Attorney"), for the purposes hereinafter set forth. If Floyd Winchester, Jr. shall be unable or unwilling to serve or to continue to serve, then I appoint my daughter, Susan R. Gibson, as substitute or successor Attorney to serve with the same powers.

ARTICLE I

EMPOWERMENT OF ATTORNEY

Attorney is authorized in Attorney's absolute discretion from time to time and at any time with respect to my property, real or personal, at any time owned or held by me and without authorization of any court and in addition to any other rights, powers or authority granted by any other provision of this Power of Attorney or by statute or general rules of law (and regardless of whether I am mentally incompetent or physically or mentally disabled or incapable of managing my property and income), with full power of substitution, as follows:

A. General Powers

To do and perform all and every act, deed, matter and thing whatsoever in and about my estate, property and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person, if personally present, the specifically enumerated powers described below being in aid and exemplification of the full, complete and general power herein granted and not in limitation or definition thereof:

1. To demand, sue for, collect and receive all rents, dividends, interest, proceeds of sale, and any and all other funds or property of every kind and nature whatsoever which may be due or become due to me, and to deliver such releases, receipts, satisfactions and other discharges which my said Attorney may deem necessary or proper.

2. To make, execute and deliver in my name any deed, mortgage, lease, with or without covenants and warranties, contracts of purchase or sale, and any and all papers and agreements which my said Attorney may deem necessary or proper in handling my affairs with regard to all of my property, real, personal and mixed.

3. To endorse and deposit all checks, drafts, trade acceptances and other transfers of money to which I may become entitled to receive, and to withdraw from accounts standing in my name in banks, building and loan associations, depositories or

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