

STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )

MEMORANDUM OF PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF AUTHORITY

WHEREAS, The undersigned parties have formed a General Partnership under the laws of the State of South Carolina, known as "Greenville Financial Associates, a General Partnership", for the purpose of organizing and chartering Greenville National Bank, providing funding for the organizational expenses incurred in connection with the formation of said Bank, and the purchase of land and construction of the initial facilities for said Bank; and

WHEREAS, the parties desire to certify who is authorized to execute certain documents on behalf of the Partnership;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

1. That Greenville Financial Associates, a General Partnership, was formed under a Partnership Agreement dated January 27, 1983.

Robert M. Austell, Nancy L. Baldwin, O. Perry Earle, III, Frank H. Gibbes, III, Thomas P. Hartness, H. Neel Hipp, Jr., Gerald W. King, M.D., Arthur C. McCall, Jr. and Eugene E. Stone, IV constitute all of the partners of Greenville Financial Associates, a General Partnership.

2. That under the terms of the Partnership Agreement, O. Perry Earle, III is the Managing Partner of the Partnership, with full power to execute all deeds, mortgages, promissory notes, leases, contracts of purchase and sale, security agreements, financing statements, and any and all other documents and agreements on behalf of the Partnership.

3. That a complete copy of the Partnership Agreement is available at the offices of Rainey, Britton, Gibbes & Clarkson, P.A., Suite 800, 301 College Street, Greenville, South Carolina, 29601.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 16<sup>th</sup> day of September, 1983.

SIGNED, SEALED, DELIVERED  
IN THE PRESENCE OF:

Arthur C. McCall, Jr.  
Arthur C. McCall, Jr.

Robert M. Austell  
Robert M. Austell

Nancy L. Baldwin  
Nancy L. Baldwin

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