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GREENVILLE CO. S.C.
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BONNIE S. TANKERSLEY
R.M.C.

STATE OF SOUTH CAROLINA)
) PARTNERSHIP AGREEMENT OF ROSE PROPERTIES
)
) A South Carolina General Partnership
COUNTY OF GREENVILLE)

THIS PARTNERSHIP AGREEMENT is made and entered into this 1st day of August, 1983 by and between Bennett S. Rose, Jr., John I. Rose, II, Patricia M. Rose and Porter B. Rose (hereinafter sometimes individually referred to as "Partner" and collectively as "Partners").

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

1. The partnership shall operate under the name of Rose Properties, a South Carolina General Partnership.

2. The principal place of business shall be at 4 Pine Forest Drive, Greenville, South Carolina, with such other places of business as may be agreed upon by the Partners from time to time.

ARTICLE II.

BUSINESS PURPOSES

The Partners mutually desire to form a General Partnership for the following purposes: to make, manage, own and supervise the real estate described in Schedule A, a copy of which is attached hereto and incorporated by reference. Further, the Partners may hereafter, at various times and from time to time, engage in such other activities as the Partners may determine.

The purpose of this Agreement is: (i) to form a General Partnership pursuant to the provisions of the Uniform Partnership Act as set forth in Chapter 41, Title 33 of The Code of Laws of South Carolina (1976), (ii) to document the understandings of the Partners with respect to such Partnership, (iii) to provide for the distribution of funds and the allocations of profits and losses from activities related to and conducted by the Partnership.

ARTICLE III.

TERM OF THE PARTNERSHIP

The Partnership shall commence herewith and shall continue until terminated as hereinafter provided.

(CONTINUED ON NEXT PAGE)

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