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STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

POWER OF ATTORNEY

Whereas I, James B. Shelton, formerly of the state and county aforesaid, and now residing in 142 Pickens Ave. Reafer, S.C., finding that it is impossible for me to attend to business matters in Greenville County, State of South Carolina, and desiring to have a duly qualified agent or attorney to act for and in my stead, do hereby appoint my son, Richard L. Shelton, as my duly qualified attorney in fact, giving to said attorney in fact the same power and privilege to do such things and perform such acts as I could and would do if I were present.

That said power of attorney is given to my son, Richard L. Shelton, in order that he may perform certain acts and duties relative to organizing or chartering a corporation to be known as Blue Bird Bus Lines, Incorporated.

That he shall have the right to appear for and in my behalf regarding any matters pertaining to said corporation.

That said power of attorney gives the said Richard L. Shelton the right to sell a one-fourth($\frac{1}{4}$) interest in my said business now known as Blue Bird Bus Lines to any person or persons desiring to purchase same at a price to be specified by my said attorney.

That in the Articles of Incorporation there shall be set forth the capital value of said stock, the number of shares, and the value of each share.

That said Blue Bird Bus Lines, Incorporated, shall have as its main and principle business the right to haul or convey persons as bus passengers; to haul or convey freight or other items usually handled by a transportation company; to sell or purchase real estate, personal property, and to do in general any and all matters pertaining to and necessary to the conducting of a transportation system for hauling or conveying persons or other objects.

That said corporation shall open a banking account in the name of Blue Bird Bus Lines, Incorporated. All checks issued thereon shall be signed by the officer or officers whose names are set forth and to whom such power is delegated in the Articles of Incorporation.

That said power of attorney shall be filed of record in the R.M.C. Office for Greenville County, South Carolina.

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