



STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

MEMORANDUM OF PARTNERSHIP AGREEMENT

AGREEMENT made and entered into this 1st day of February, 1978,
by and between Lenora C. Bryant, Route #3, Blue Ridge Drive, Greer, South
Carolina 29651; William R. Kinnett, P. O. Box 543, Marion, South Carolina 29571;
and James Chadwick Davis, 1420 Lady Street, Columbia, South Carolina 29201,

W I T N E S S E T H:

WHEREAS, the above named William R. Kinnett, James Chadwick Davis and
John E. Bryant have participated in an infomal partnership since October, 1975;
and,

WHEREAS, John E. Bryant died testate in Greenville County, South
Carolina, leaving as his sole devisee his wife, Lenora C. Bryant, as more par-
ticularly appears in Apartment 1469, File 3, Greenville Comty Probate Court;
and,

WHEREAS, a joint decision has been made for the convenience of the
partners and of those dealing with the partnership, as well as to satisfy the
requirements of the Uniform Partnership Act, S.C. Code of Laws (1976), the
partners wish to formalize their agreement, appoint those to represent the
partnership and to define their powers;

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS, that the above named
parties have agreed as follows:

1. The parties do hereby form and confirm a partnership under the name
of MatthewsCreek Company, to own, build upon, develop, subdivide, alter, repair,
rent, lease and otherwise deal with real and personal property of any kind and
description, although their present holdings are in Sunset Valley Subdivision
in Greenville County, South Carolina. The principal place of business of the
partnership for the immediate future shall be C/O Lenora C. Bryant, Route #3,
Blue Ridge Drive, Greer, South Carolina 29651, or such other place as the
partners may designate from time to time.

2. Any two of the three partners may act in behalf of the partner-
ship. They shall sign, on behalf of the partnership, any deed, bill of sale,
mortgage, security instrument, lease, contract of sale or other commitment
purporting to convey or encumber the interest of the partnership in all or any
portion of any real or personal property at any time held in the name of the
partnership and as directed by the partnership. They shall have the further

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