



STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that as Principal, I, Rosalyn B. Boozer, resident of 216 Brookwood Drive, Greer, South Carolina, do hereby constitute, make and appoint my two sons, Benjamin C. Boozer and David R. Boozer, as my true and lawful Attorney(s)-in-Fact, to serve jointly for me and in my name the following acts and deeds:

To do any and every act and deed that I might do myself if in good health as regards my personal well being and to do any and every act and deed that I might do myself if in good health as regards the best utilization of my property interests, including but not limited to the transference of property, real and personal, all without the necessity of a court order.

This power of attorney shall not be affected by physical disability or mental incompetence of the principal which renders the principal incapable of managing her own estate. It is my intent that the authority conferred herein shall be exercisable notwithstanding my physical disability or mental incompetence.

This power of attorney shall remain in full force and effect until the earlier of the following: (i) Attorney has resigned as provided herein, (ii) I have revoked this Power of Attorney by written instrument recorded in the public records of the county aforesaid, or (iii) a committee shall have been appointed for me by a court of competent jurisdiction.

In the event that either Attorney shall become unable or unwilling to serve or to continue to serve, then Attorney may resign by delivering to me in writing a copy of his resignation and recording the original in the public records of the county aforesaid. Upon such resignation and recording, said Attorney shall thereupon be divested of all authority conferred under this Power of Attorney.

All acts done by Attorney pursuant to this Power of Attorney during any period of disability or mental incompetence shall have the same effect and inure to the benefit of and bind me and my heirs, devisees, legatees and personal representatives as if I were mentally competent and not disabled.

The powers herein conferred may be exercised by Attorney alone and the signature or act of Attorney on my behalf may be accepted by third persons as fully authorized by me and with the same force and effect as if done under my hand and seal and as if I were present in person, acting on my own behalf and competent. No person who may act in reliance upon the representations of Attorney for the authority granted to Attorney shall incur any liability to me or to my estate as a result of permitting Attorney to exercise any power.

Any action taken by Attorney pursuant to this power shall be deemed conclusively to be an acceptance of the appointment hereunder as Attorney-in-Fact.

Attorney, Attorney's heirs, successors and assigns, are hereby released and forever discharged from any and all liability upon any claim or demand of any nature whatsoever by me, my heirs or assigns, the beneficiaries under my will or under any trust which I have created or shall hereafter create or any person whomsoever on account of action taken or failure to act of Attorney pursuant to this Power-of-Attorney.

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