

FILED
 GREENVILLE S.C.
 JAN 13 4 10 PM '84
 DONALD R. HENSLEY
 R.M.C.

STATE OF SOUTH CAROLINA)
)
 COUNTY OF GREENVILLE)

MEMORANDUM OF PARTNERSHIP AGREEMENT OF
 VILLAGE ASSOCIATES, A GENERAL PARTNERSHIP

This Memorandum Of Partnership Agreement Of Village Associates, A General Partnership, made and executed this 18 day of January, 1984, by and between the undersigned;

1. A General Partnership was created on July 28, 1983, between Riverside Partnership, A General Partnership, created and existing in accordance with the laws of the State of South Carolina, and Rose And Glenn, A General Partnership, (formerly Centennial Development Co., A General Partnership) created and existing in accordance with the laws of the State of South Carolina, under the name and style of "Village Associates", A General Partnership.

2. That the sole partners of Village Associates, A General Partnership, are the general partnerships stated above in Paragraph 1.

3. That the purpose of the general partnership is to own, develop, operate and manage parcels of real estate located throughout the State of South Carolina, and the erection and operation of improvements thereon.

4. That the partnership is to continue, unless sooner terminated in accordance with the terms thereof until December 31, 2050.

5. That David W. Glenn and Irvine T. Welling, III, each a partner in the partners of Village Associates, Inc., have been appointed and designated by the Partnership Agreement as the persons who may execute any document on behalf of the partnership when authorized to do so.

6. That the Partnership Agreement has such other terms relating to powers, distribution of ownership, profits and losses, and other provisions relating to the operation and management of the partnership as are more fully set forth in the terms of said document, which are incorporated herein by reference and made a part hereof.

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