

Drafted by:  
Joseph C. Hedgpeth

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ANNEX B

Return to:  
Peebles, Hedgpeth & Schramm Box

STATE OF NORTH CAROLINA )  
COUNTY OF FORSYTH ) SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby designates, constitutes and appoints DAVID W. REDFORD or BRET T. PORTER, the true and lawful attorneys-in-fact for the undersigned, each with full power of substitution, and in the name, place and stead of the undersigned at any time and from time to time:

1. To make, execute, swear to and record the Certificate of Limited Partnership and any amendments thereto of HERITAGE PARTNERS, LTD (the "Partnership"), as required under the Uniform Limited Partnership Act of North Carolina, and to do such other acts as are required to constitute the Partnership as a limited partnership under such laws of North Carolina;

2. To execute the Limited Partnership Agreement (the "Limited Partnership Agreement"), by the terms and conditions of which are incorporated herein by reference, and by the execution hereof, the undersigned agrees to all such terms and conditions and agrees to be bound by them;

3. To make all agreements, documents, certificates or other instruments amending the Limited Partnership Agreement and the Certificate of Limited Partnership, as presently constituted or hereafter amended, that may be necessary or appropriate to reflect:

(a) A change in the name or location of the principal place of business of the Partnership or a change of name and address of the undersigned;

(b) The disposal by a Limited Partner (including the undersigned) of his interest in the Partnership or any part thereof;

(c) The addition or substitution of a person becoming a Limited Partner of the Partnership as approved by the General Partners pursuant to the Limited Partnership Agreement;

(d) A distribution in reduction of the capital contribution of a Limited Partner;

(e) A change in the capital of the Partnership; and

(f) Any changes to the Partnership or amendments to the Limited Partnership Agreement of any kind made pursuant to and contemplated by the provisions of the Limited Partnership Agreement or as may be otherwise authorized by the undersigned;

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(g) Any contribution, dissolution or termination of the Partnership which is in accordance with the terms of the Limited Partnership Agreement.

4. To make, execute, and file any deed, bill of sale, mortgage, deed of trust, lease, contract, instrument or other commitment purporting to convey or encumber the interest of the Partnership in all or any portion of any personal or real property at any time held in its name, as the same may be necessary to effect the purpose of the Partnership as set forth in the Limited Partnership Agreement.

5. To sign, execute, acknowledge, swear to, verify, deliver, file, record and publish any and all of the foregoing; and

6. To take any further action, including furnishing verified copies of the Limited Partnership Agreement and/or excerpts therefrom, which said attorneys-in-fact shall consider necessary or convenient in connection with any of the foregoing, hereby giving said attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the foregoing as fully as the undersigned might or could do if personally present, and hereby ratifying and confirming all that said attorneys-in-fact shall lawfully do or cause to be done by virtue hereof so long as said acts are in accordance with the terms of the Limited Partnership Agreement.

The foregoing grant authority of:

1. Is a special power of attorney coupled with an interest, is irrevocable and shall survive the death of incapacity of the undersigned;

2. May be exercised by the General Partnership for each Limited Partner by the signature of any one of the General Partners; and

3. Shall survive the delivery of an assignment by Limited Partners of any of all of their interest.

This special Power of Attorney does not supersede any part of the Agreement of Limited Partnership nor is it to be used to deprive the undersigned of any of his rights. It is intended only to provide a simplified method for the execution of documents.

WITNESS the hand and seal of the undersigned, this 20<sup>th</sup> day of July, 1981.

T & C INVESTMENTS, by:

John W. Camp (SEAL)  
GENERAL PARTNER  
Tom G. Camp (SEAL)  
GENERAL PARTNER  
Robert J. Davis (SEAL)  
GENERAL PARTNER  
Loren V. Jones (SEAL)  
GENERAL PARTNER

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STATE OF California )  
COUNTY OF Orange )

Before me, the undersigned Notary Public in and for the <sup>GENERAL PARTNER</sup> County and State aforesaid, personally came <sup>GENERAL PARTNER</sup> John W. Camp, <sup>GENERAL PARTNER</sup> Toni G. Camp, <sup>GENERAL PARTNER</sup> Robert P. <sup>GENERAL PARTNER</sup> Tomes and Irene V. Tomes, <sup>GENERAL PARTNER</sup> who acknowledged the due execution of the foregoing Power of Attorney for the purposes expressed therein, and did further acknowledge that this date he delivered it to the attorneys-in-fact named therein.

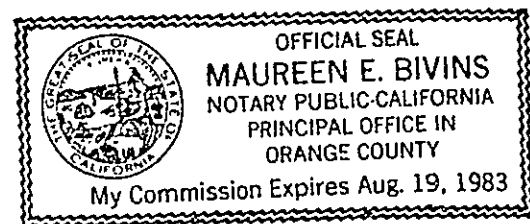
WITNESS my hand and notarial seal, this 20th day of July, 1981.

*Maureen E. Bivins*  
Notary Public

My Commission Expires:

August 19, 1983

(Affix Seal Here)



STATE OF California )  
COUNTY OF Orange )

Before me, the undersigned Notary Public in and for the County and State aforesaid, personally came John W. Camp, Toni G. Camp, Robert P. Tomes and Irene V. Tomes who acknowledged the due execution of the foregoing power of Attorney for the purpose expressed therein, and did further acknowledge that this date he delivered it to the attorneys-in-fact named therein.

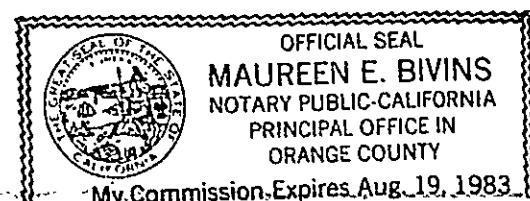
WITNESS my hand and notarial seal, this 20th day of July, 1981.

*Maureen E. Bivins*  
Notary Public

My Commission Expires:

August 19, 1983

(Affix Seal Here)



STATE OF NORTH CAROLINA—Forsyth County

The foregoing (or annexed) certificate of Maureen E. Bivins NP, Orange Co. Cal. (here give name and official title of the officer signing the certificate, phoned upon)

is (are) certified to be correct. This the 22 day of Oct., 19 81.

Probate fee \$1.00 paid.

PRESENTED FOR  
REGISTRATION  
AND RECORDED

Eunice Ayers, Register of Deeds

By Crystal Clinard Deputy-Assistant

OCT 22 2 22 PM '81

EUNICE AYERS  
REGISTER OF DEEDS  
FORSYTH CTY, N.C.

\$700<sup>00</sup> pd

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