

Prepared By: Benjamin H. Harding, Jr.
Shore, Hudspeith and Harding 115
P O Box 936
Yadkinville, NC 27055

NORTH CAROLINA
FORSYTH COUNTY

MEMORANDUM AND CERTIFICATE OF PARTNERSHIP AGREEMENT

We, Faiger Blackwell, of Caswell County, North Carolina, and Jerry R. Chapman, of Yadkin County, North Carolina, hereby declare that we have formed a General Partnership under a Partnership Agreement dated June 29, 1989, said partnership having the name of J&F Partners, for the purpose of engaging in the business of purchasing and operating a home or homes for aged and infirmed and others in need of long-term care facilities. The office and principal place of business of the partnership shall be located at Lansing Drive, Winston-Salem, North Carolina. The partners shall have equal rights in the management of the partnership business. No partner, however, without the consent of the other partner, shall on behalf of the partnership borrow or lend money or sell or contract to sell any property for or of the partnership other than the type of property bought, sold and handled in the regular course of the partnership business.

IN WITNESS WHEREOF, the parties hereto have affixed their hands and seals the day and year first above written.

Faiger Blackwell (SEAL)
Faiger Blackwell

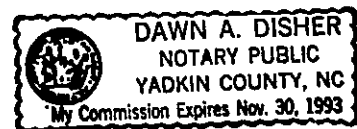
Jerry R. Chapman (SEAL)
Jerry R. Chapman

NORTH CAROLINA
YADKIN COUNTY

THIS IS TO CERTIFY that on this the 7th day of July, 1989, before the undersigned Notary Public of said County and State, personally appeared Faiger Blackwell, and acknowledged the due execution by him of the foregoing Memorandum and Certificate of Partnership Agreement.

WITNESS my hand and Notarial seal, the date above written.

Dawn A. Disher
Notary Public



BOOK 1671 P0301

NORTH CAROLINA
YADKIN COUNTY

THIS IS TO CERTIFY that on this the 7th day of July, 1989,
before the undersigned Notary Public of said County and State,
personally appeared Jerry R. Chapman and acknowledged the due
execution by him of the foregoing Memorandum and Certificate of
Partnership Agreement.

WITNESS my hand and Notarial seal, the date above written.

Dawn A. Disher
Notary Public

My Commission Expires: 11-30-93
November 30, 1993



NORTH CAROLINA
FORSYTH COUNTY

The foregoing certificates of Dawn A. Disher, NP, Yadkin
Co. NC and all Notary Publics are certified to be correct. This instrument
was presented for registration at the time and place shown
elsewhere hereon and is recorded in the book and page shown
elsewhere hereon.

L. E. SPEAS, REGISTER OF DEEDS

Register of Deeds for Forsyth Co.
By: Patsy Davis - Deputy

5316-1

PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 7 3 33 PM '89

L. E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

58.00 pd
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