

Partners in proportion to their interests in the partnership capital as reflected in their respective individual capital accounts and the net losses shall be allocated and charged to the respective accounts of the Partners in proportion to their interests in the partnership capital as reflected in their individual capital accounts.

(5) SALARIES, DRAWINGS AND INTEREST: None of the Partners shall receive any salary or drawings for services rendered on behalf of the Partnership in their capacity as Partners, nor shall any Partner receive any interest on his contributions to the capital of the partnership. No Partner shall withdraw any part of his capital account or his income unless approved by a majority in interest of the Partners. Any distribution of Partnership funds shall be to the Partners in proportion to their interests in the Partnership capital as reflected in their respective individual capital accounts.

(6) MANAGEMENT:

(a) MANAGEMENT BY PARTNERS OWNING A MAJORITY IN INTEREST:

In the management of the Partnership, each Partner shall have a vote in direct proportion to his interest in the capital of the partnership as reflected by his then individual capital account, and the determination of all matters concerning the business affairs of the Partnership shall be made by the Partners owning a sixty-six and two-thirds (66-2/3%) percent interest of the partnership. Such determination shall be effective whether votes are cast at a meeting of all or some of the Partners, or by informal or formal, oral or written instructions of the Partners constituting a majority in interest of the Partnership.

(b) SIGNATURES: 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 shall be signed by a sixty-six and two-thirds (66-2/3%) percent interest of the Partnership.

(c) OTHER BUSINESS. Each Partner may have other business interests and may engage in any other business or trade, profession, or employment whatsoever, on his own account, or in Partnership with or as an employee of or as an officer, director, or shareholder of any other person, firm, or corporation, and neither the Partnership nor any of the Partners herein shall have any rights by virtue of