

9. Conveyances. - Any deed, bill of sale, mortgage, 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 at any time held in its name shall be signed by H. Harold Tarleton, Jr. and William M. McMillan who are hereby authorized to sign such instruments on behalf of the partnership. Such signatures shall be essentially in the following style: Investors Five General Partnership by: H. Harold Tarleton, Jr. and William M. McMillan.

10. Banking. - All funds of the partnership shall be deposited in its name in such checking account or accounts as shall be designated by the partners. All withdrawals therefrom are to be made on checks signed by any two partner(s).

11. Books and Records. - Adequate accounting records of all partnership business shall be kept, and these shall be open to inspection by any of the partners at all reasonable times. The fiscal year of the partnership shall be the calendar year. The books shall be closed and balanced at the end of each such fiscal year. A complete accounting of the affairs of the partnership shall be furnished to each partner, together with such appropriate information as may be required by each partner for the purpose of preparing his income tax return for that year.

12. Admission of New Partners. - New partners may be admitted to the partnership upon the unanimous written consent of all partners. In such case, a supplemental agreement shall be executed by all the partners setting forth among other things: (a) The percentages in which the partnership profit and loss shall be thereafter shared or borne; and (b) a statement that all partners shall be bound by this partnership agreement as amended by the supplemental agreement. Every new partner shall contribute to the partnership in cash, at the time of his admission, an amount to be determined by the partners in accord with the provisions of paragraph 7(a).