

ninety (90) days after the remaining partners have given written notice to the offering partner of their intention to purchase his or its partnership interest. Each of the remaining partners shall have the right to purchase a portion of the offering partner's partnership interest in the proportion which the remaining partner's interest in the profits of the partnership bears to the interest of the other remaining partner in the profits of the partnership. The option to purchase herein provided shall survive the death of a partner and may be exercised by the personal representative of his estate provided, however, that such personal representative must submit the written offer to purchase the entire partnership assets and must deposit the ten (10%) percent cash binder not later than ninety (90) days after the date of death of the deceased partner. In the event of any conflict between the provisions of this Paragraph 13 and the provisions of Paragraph 14, the provisions of this Paragraph 13 shall govern.

14. Death, Dissolution, Bankruptcy or Incompetency of a Partner.

Upon the death, dissolution, adjudication of bankruptcy or incompetency of a partner, the surviving partners shall have the right either to purchase the entire interest of the deceased, dissolved, bankrupt or incompetent partner in the partnership, or to terminate and liquidate the partnership business. If the surviving partners elect to purchase the partnership interest, they shall serve notice in writing of such election upon the legal representative of the deceased, dissolved, bankrupt or incompetent partner within ninety (90) days after the appointment of such legal representative. If the surviving partners elect to purchase the interest of the deceased, dissolved, bankrupt or incompetent partner in the partnership, the purchase price shall be equal to said partner's percentage of the partnership