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and until the General Partners authorize such transfer in writing. Any such transfer must be in a form reasonably satisfactory to the General Partners and payment must be made to the partnership of its reasonable expenses incurred in connection with the transfer. The General Partners may arbitrarily withhold their consent to any request for such transfer. No interest in the partnership shall be transferred without an opinion of counsel satisfactory to the partnership that such does not constitute a violation of the registration provisions of the Securities Act of 1933, as amended, or any State "Blue Sky" laws or real estate syndication laws.

13. Additional Limited Partners may be admitted only with the consent of the General Partners.

14. The rights and priorities of the Class A Limited Partners over the Class B Limited Partners shall be as provided in paragraph 9, 10 and 11 above.

15. Upon the death, retirement, resignation, insolvency, bankruptcy or adjudication of insanity or incompetency of a General Partner, the remaining or surviving General Partners may elect to continue the business of the partnership by giving written notice of such election to the then Limited Partners within ninety (90) days after the death, retirement, resignation, insolvency, bankruptcy or adjudication of insanity or incompetency of such General Partner.

16. No Limited Partner shall have the right to demand and receive property other than cash in return for his capital contributions to the partnership.

17. The partnership shall be governed by the laws of the State of North Carolina and by the Uniform Limited Partnership Act as adopted in Chapter 59 of the North Carolina General Statutes.

18. The General Partners shall record this certificate in the Office of the Register of Deeds for Mecklenburg County, North Carolina, and may record this certificate in such other places as they deem appropriate.

IN WITNESS WHEREOF, the parties hereto do set their hands and seals, this the 26th day of December, 1974.

WITNESSES:

Charles P. McMillan
Edwin W. McMillan

GENERAL PARTNERS:

William B. Little
WILLIAM B. LITTLE

(SEAL)

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