

IX.

DISSOLUTION, TERMINATION AND DISTRIBUTION

9.01 Dissolution of Partnership. The occurrence of any one of the following events shall cause the dissolution of the Partnership:

- (1) The expiration of the term of this Certificate;
- (2) The determination of a majority in interest of the Partners to dissolve the Partnership;
- (3) The appointment of a permanent or temporary receiver of the assets and properties of the Partnership and the failure of the Partners to secure the removal thereof within 120 days;
- (4) The adjudication of the Partnership as a bankrupt, the making by the Partnership of an assignment for the benefit of creditors, or the use by the Partnership, whether voluntarily or involuntarily, of any debtor relief proceedings under any present or future law of any state or of the United States;
- (5) The levying upon or attachment by process of the assets and properties of the Partnership and the failure of the Partners to dissolve or satisfy such levy or attachment within 120 days;
- (6) The death, resignation, retirement, dissolution, bankruptcy, assignment for the benefit of creditors, adjudication of insolvency, adjudication of insanity or adjudication of incompetency of any Partner (but not of any individual general partners, shareholders or officers of a Partner) then in office; or
- (7) The election of the Partners to terminate the Partnership as provided in Article VIII hereof.

Upon dissolution of the Partnership resulting from the death, resignation, retirement, dissolution, bankruptcy, assignment for the benefit of creditors, adjudication of insolvency, adjudication of insanity or adjudication of incompetency, however, the remaining Partners (if more than one) may elect to continue the business of the Partnership, in which event the Partnership shall not terminate, and the Partnership between the remaining Partners shall continue under the terms of this Agreement.

In the event of the death of a Partner, the personal representative of the deceased Partner shall succeed to

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