

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 majority in 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 release or satisfaction of the mortgage may be signed by Patrick H. Grayson, Jr. Any other partnership document shall be signed by a majority in 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 this agreement in and to such independent venture or the income of profits derived therefrom. The fact that a Partner, or a member of his family is employed by, or directly or indirectly interested in or connected with, any person, firm or corporation employed by the Partnership to render or perform a service, or from which the Partnership may purchase any property, shall not prohibit the Partnership from employing such person, firm, corporation or from otherwise dealing with him or it, and neither the Partnership nor any of the Partners herein shall have any rights in or to any income or profits derived therefrom as a consequence of the Partnership relationship herein created.