

disability or legal incapacity of a General Partner, or in any other event which results in such person ceasing to be a General Partner, the remaining General Partner, or General Partners, shall have the right to continue the business of the Limited Partnership with the consent of all other Partners.

13. RIGHT TO DEMAND RETURN OF CONTRIBUTION IN PROPERTY OTHER THAN CASH. A Limited Partner does not have the right to demand and receive property other than cash in return for his contribution.

14. REQUIREMENTS OF SECRETARY OF HOUSING AND URBAN DEVELOPMENT. The Partnership is authorized to execute a note and mortgage or deed of trust in order to secure a loan to be insured by the Secretary of Housing and Urban Development, and to execute a Regulatory Agreement and other documents required by the Secretary in connection with such loan. Any incoming partner shall as a condition of receiving an interest in the partnership property agree to be bound by the note, mortgage or deed of trust, and Regulatory Agreement and other documents required in connection with the FHA insured loan to the same extent and on the same terms as the other partners. Upon any dissolution, no title or right to possession and control of the project, and no right to collect the rents therefrom shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary. In the event of any conflict between the provisions of the Limited Partnership Agreement and this Certificate of Limited Partnership and the provisions of the Regulatory Agreement executed with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, the provisions of the Regulatory Agreement shall control. So long as there is an outstanding mortgage insured, held or owned by the Secretary of Housing and Urban Development, any amendment or revision of this Certificate of Limited Partnership or the Limited Partnership Agreement shall be subject to the written approval of the Secretary of Housing and Urban Development.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership, this 25th day of August, 1977.

GENERAL PARTNERS:

ATTEST:

Mary L. Jones
Asst. Secretary

WESTMINSTER COMPANY

By [Signature]
President

[Signature] (SEAL)
JOHN T. EAGAN, JR.

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