

the deceased partner. Any payment under this section to the successor in interest of a deceased partner shall be for the deceased partner's interest in goodwill of the Partnership. The payment shall be for an interest of the deceased partner in property of the Partnership as provided in Section 736(b)(2)(B) of the Code. Any payment under this section shall not reduce or offset the Partnership's obligation under other provisions of this Partnership Agreement to make payments to the successor in interest of the deceased partner.

#### ARTICLE XVII

##### Voluntary Dissolution

###### Section 17.1 Winding Up the Partnership

Upon any voluntary dissolution, the Partnership shall immediately commence to wind up its affairs. The partners shall continue to share profits and losses during liquidation in the same proportions as before dissolution. The proceeds from liquidation of Partnership assets shall be applied as follows:

- A. Debts of the Partnership, other than to partners.
- B. Amounts owed to partners for unpaid salaries and for the credit balances in their respective drawing accounts.
- C. The capital contributions of the partners as reflected in their respective capital accounts.