

## ARTICLE X

## DISTRIBUTIONS OF CASH FLOW

(a) Salaries. No Partner shall receive any salary or other compensation for services rendered to the Partnership unless agreed to in writing by a majority of the Partners.

(b) Cash Flow Distribution. Distributions of Distributable Cash Flow may be made from time to time in such amounts as may be agreed upon by the Partners. All such distributions shall be subject to maintaining the Partnership in a sound financial and cash position, including the establishment of reasonable Reserves (not less than \$10,000.00 at all times) for the operation of the business of the Partnership and shall be distributed as follows:

William S. Minter, Jr.	20%
Walter J. Roberts, Jr., M.D.	20%
Richard Wayburn, M.D.	20%
Rodney A. Peebles	20%
J. Gillis Coleman	10%
James D. Coleman	10%

## ARTICLE XI

## TERMINATION OF PARTNERSHIP

(a) Events of Termination. The Partnership shall be terminated upon the happening of the first to occur of the following events:

- (1) The sale of the property;
- (2) An Agreement in writing of the Partners;
- (3) Any Partner shall serve notice of his desire to withdraw;
- (4) Death of a Partner;
- (5) Bankruptcy of a Partner.

Upon dissolution of the Partnership by reason of withdrawal of one partner, death of a Partner, bankruptcy of a Partner, the remaining Partners may, if they so desire, continue the business under the Partnership name and shall have the right to purchase the interest of the other Partner in the business assets by paying to such Partner or his legal representatives the value of such interest as determined herein. The purchasing Partner or Partners shall select an appraiser, the withdrawing or selling Partner or his legal representatives shall select an appraiser, and the two appraisers so selected shall select a third appraiser. The three appraisers shall proceed to determine the fair market value of the