solved at any time by agreement of the partners, in which event the partners shall proceed with reasonable promptness to sell the real and personal property owned by the partnership and to otherwise liquidate the business of the partnership. Upon dissolution, the assets of the partnership business shall first be applied to pay or provide for the payment of all partnership liabilities and liquidating expenses and obligations. After payment of the aforesaid, the proceeds of liquidation, as realized, shall be distributed among the partners in the respective percentages in which they shared partnership profits immediately prior to the dissolution.

14. Retirement. -

- a. Any partner shall have the right to retire from the partnership at the end of any fiscal year. Written notice of intention to retire shall be served upon the other partners at least three months before the end of the fiscal year. The retirement of any partner shall have no effect upon the continuance of the partnership business. The remaining partners shall have the right either to purchase the retiring partner's interest in the partnership or to terminate and liquidate the partnership business. If the remaining partners elect to purchase the interest of the retiring partner, they shall serve notice in writing of such election upon the retiring partner within two months after receipt of his notice of intention to retire.
- b. If the remaining partners elect to purchase the interest of the retiring partner in the partnership, the purchase price and method of payment shall be the same as stated in paragraph 15 with reference to the purchase of a decedent's or incompetent's interest in the partnership.
- c. If the remaining partners do not elect to purchase the interest of the retiring partner in the partnership, the partners shall proceed with reasonable promptness to sell the

4328 RV-2

ά