



NORTH CAROLINA
FORSYTH COUNTY

Box Scales

CERTIFICATE OF LIMITED PARTNERSHIP
OF D & B PROPERTIES

17

The undersigned persons, for the purpose of creating
a Limited Partnership under the Uniform Limited Partnership
Act, N.C.G.S., Ch. 59, Art. 1, do make and publish this Certificate.

1. The name of the partnership is D & B Properties.
2. The character of the business is real estate investment.
3. The principal place of business is c/o Dolly J. Haverkos, 3400 Healy Drive, Winston-Salem, Forsyth County, North Carolina 27103.
4. The name and residence of the partners are:
General Partner:
Dolly J. Haverkos 4440 Old Belews Creek Rd.
Winston-Salem, N.C. 27101

Limited Partner:
William Alvin Kutner, Jr. 4884 Shorewood Dr.
Dunkirk, New York 14048
5. The term of the partnership is indefinite.
6. Contribution of the Limited Partner: \$4,500.00 cash.
7. Additional contributions of Limited Partner:
A. Ninety percent of closing costs upon acquisition of property.
B. Fifty percent of costs of creation of partnership.
8. The contribution of the Limited Partner shall be returned upon liquidation of the partnership or upon sale or refinance of the property purchased, to the extent such proceeds are not reinvested.
9. The Limited Partner should receive:
A. Ninety percent of profits and losses.
B. Fifty percent of cash flow.
C. Fifty percent of proceeds of liquidation or sale or refinance.
10. The Limited Partner shall have no right to substitute an assignee in his place.
11. Additional Limited Partners may be admitted with the consent of the General Partner and a majority of the Limited Partners.
12. No Limited Partner shall have priority over other Limited Partners.
13. In the event of the death of the General Partner, the Limited Partner may continue the business after purchasing the interest of the General Partner from her estate.

Witness: Archibald H Scales III

BOX 1433P0050

14. The Limited Partner shall have no right to demand property other than cash for his contribution.

GENERAL PARTNER

Dolly J. Haverkos (SEAL)
Dolly J. Haverkos

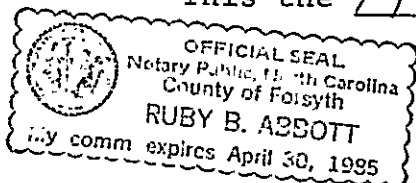
LIMITED PARTNER

William Alvin Kutner, Jr. (SEAL)
William Alvin Kutner, Jr.

NORTH CAROLINA
FORSYTH COUNTY

I, Ruby B. Abbott, a Notary Public, do hereby certify that DOLLY W. HAVERKOS, General Partner, personally appeared before me, and, first being duly sworn, stated that the contents of the foregoing certificate are true and that she acknowledged the due execution of the same.

This the 19 day of January, 1984.



Ruby B. Abbott
Notary Public

My Commission Expires:
April 30, 1985

NEW YORK

Chautauque COUNTY

I, Lyndel M. Lesch, a Notary Public, do hereby certify that WILLIAM ALVIN KUTNER, JR., Limited Partner, personally appeared before me, and, first being duly sworn, stated that the contents of the foregoing certificate are true and that he acknowledged the due execution of the same.

This the 16th day of February, 1984.

Lyndel M. Lesch
Notary Public
4720086

My Commission Expires:
3/30/84

PRESENTED FOR
REGISTRATION
AND RECORDED

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EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

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