

AMENDMENT TO PARTNERSHIP AGREEMENT

This Amendment to Partnership Agreement ("Amendment") is made on the undersigned date, by and among the undersigned partners (each a "Partner" and together the "Partners") of _____, a partnership organized under the laws of the State of _____, with a principal place of business at _____ (the "Partnership").

Partner 1: _____ with a mailing address of _____.

Partner 2: _____ with a mailing address of _____.

Partner 3: _____ with a mailing address of _____.

WHEREAS, the Partners are parties to that certain Partnership Agreement dated _____ governing the Partnership, as it may have been previously amended (the "Partnership Agreement");

WHEREAS, Section _____ of the Partnership Agreement requires the written consent of _____ to amend the Partnership Agreement, and the Partners signing below satisfy that requirement;

WHEREAS, capitalized terms used but not defined in this Amendment have the meanings given to them in the Partnership Agreement;

NOW, THEREFORE, the Partners agree to amend the Partnership Agreement as set forth in this Amendment:

1. AMENDMENTS TO THE PARTNERSHIP AGREEMENT. The Partnership Agreement is hereby amended as follows (check all that apply):

☐ - **Amend and Restate.** Section _____ of the Partnership Agreement is deleted in its entirety and replaced with the following:

☐ - **Addition.** The following new Section _____ is added to the Partnership Agreement:

☐ - **Deletion.** Section _____ of the Partnership Agreement is deleted in its entirety, without renumbering the remaining sections.

☐ - **Other.** The Partnership Agreement is further amended as follows:

2. **RATIFICATION; NO OTHER CHANGES.** Except as expressly amended by this Amendment, all other terms and conditions of the Partnership Agreement remain unchanged and in full force and effect, and are hereby ratified and confirmed. If a provision of this Amendment conflicts with a provision of the Partnership Agreement, this Amendment controls.

3. **EFFECTIVE DATE.** This Amendment is effective as of _____ (the "Effective Date"), or, if left blank, as of the date this Amendment is signed by the last Partner to sign it.

4. **GOVERNING LAW.** This Amendment shall be governed by the laws of the State of _____, without regard to its conflict of law principles.

5. **MISCELLANEOUS.** The Partnership Agreement, as amended by this Amendment, is the entire agreement between the Partners regarding its subject matter. This Amendment may be further amended only in the manner required by the Partnership Agreement, or by a writing signed by all Partners. A Party's failure to enforce a provision of this Amendment is not a waiver of that provision. If any provision of this Amendment is held unenforceable, the remaining provisions shall remain in full force and effect. This Amendment may be signed in counterparts, each of which is an original, and all of which together are one instrument.

6. **EXECUTION.** The undersigned Partners have executed this Amendment as of the date(s) set forth below. Additional Partners may sign a duplicate signature page, which shall be attached to and made a part of this Amendment.

Partner 1 Signature: _____ **Date:** _____

Print Name: _____

Partner 2 Signature: _____ **Date:** _____

Print Name: _____

Partner 3 Signature: _____ **Date:** _____

Print Name: _____