

Sample Partnership Agreement

THIS PARTNERSHIP AGREEMENT is made this _____ day of _____ 2XXX , by and between Partner 1 and Partner 2.

Explanatory Statement

The parties hereto desire to enter into the business of purchasing, acquiring, operating, leasing, owning and selling Grape acreage and other specialty crop(s), including but not limited to that certain parcel of land, and all improvements constructed thereon, described as [specify address] and engaging in any other lawful phase or aspect of viticulture or specialty crop agriculture. In order to accomplish their aforesaid desires, the parties hereto desire to join together in a general partnership under and pursuant to the Uniform Partnership Act, amended from time to time (the "Act").

NOW THEREFORE, in consideration of their mutual promises, covenants, and agreements, and the Explanatory Statement, which Explanatory Statement is incorporated by reference herein and made a substantive part of this Partnership Agreement, the parties hereto do hereby promise, covenant and agree as follows:

Section 2. Principal Place of Business

The principal office and place of business of the Partnership (the "Office") shall be located at Angell Road.

Section 3. Business and Purpose

3.1. The business and purposes of the Partnership are to manage, and operate, grape vineyards. (the "Vineyards"), or interest therein, including but not limited to that certain parcel of land and such other businesses and purposes as the Partners may from time to time determine in accordance with Section 8 of this Agreement.

Section 4. Term

The Partnership shall commence upon the date of this Agreement, as set forth above. Unless sooner terminated pursuant to the further provisions of this Agreement, the Partnership shall continue without defined term.

Section 5. Capital Contribution

5.1. The original capital contributions to the Partnership of each of the Partners shall be