

(9) The By-laws of Carolina Television, Inc., except as may be necessarily modified by this Agreement, are hereby adopted as the By-laws of the consolidated corporation WMRC, Inc. until otherwise changed as hereinafter provided, and the Directors and officers of Carolina Television, Inc. shall be and continue as Directors and officers of the consolidated corporation WMRC, Inc. until otherwise changed as hereinafter provided, such officers and Directors being as follows:

DIRECTORS

Charles E. Daniel  
Dan D. Davenport  
Ernest Easterby  
Roy C. McCall

Ray G. Emery  
Alester G. Furman, Jr.  
Arthur C. McCall

OFFICERS

Charles E. Daniel  
Alester G. Furman, Jr.  
Clement F. Haynsworth, Jr.  
Arthur C. McCall

Chairman of the Board  
President  
Vice President  
Secretary-Treasurer

(10) Within thirty (30) days after the effective filing date of this Agreement, upon the request of any stockholder, a special meeting of the stockholders of WMRC, Inc., the consolidated corporation, shall be held and a new Board of Directors shall be elected consisting of not less than five (5) nor more than eleven (11), and at which any change in the By-laws of WMRC, Inc., which shall have been proposed in writing by any stockholder to the President not less than six (6) days prior to the date of the meeting, shall be submitted to such meeting for consideration.

In the event any such special meeting of stockholders shall be held, the officers and Directors listed in Paragraph (9) hereof shall submit their resignations in writing, the resignations of the officers to be effective upon their acceptance by the new Board of Directors. Thereupon, the new Board of Directors shall immediately hold a meeting and elect new officers to serve from the date of that meeting