

recover, whether within the State of New York or elsewhere, which may be in any way requisite or proper for the full and complete accomplishment of the said merger."

VII.

Upon this merger becoming effective as herein provided and the issued and outstanding Common Stock of Reeves Brothers, Incorporated, if any shares thereof shall be owned by any person, firm or corporation other than Reeves Brothers, Inc. shall be converted into and exchanged for the Common Stock of the surviving corporation, each share of the Common Stock of Reeves Brothers, Incorporated, shall be converted into two hundred (200) shares of the Capital Stock of the surviving corporation; PROVIDED, HOWEVER, that no fractional share of the Capital Stock of the Corporation shall be issued.

Until surrendered and exchanged each outstanding certificate of Common Stock of Reeves Brothers, Incorporated, shall be deemed for all corporate purposes, including the payment of dividends, to evidence the ownership of the Common Stock into which the said shares of said Corporation shall be converted as aforesaid; EXCEPT, HOWEVER, that the shares of Common Stock of Reeves Brothers, Incorporated, not surrendered for exchange within the time fixed by the Board of Directors of the surviving corporation, as herein-after provided for, shall cease to have any rights or privileges other than to effect the exchange hereinabove provided for, and the holder thereof may not exercise any rights or have any other privileges of a stockholder of the surviving corporation in so far as such shares are concerned until such time as they are surrendered for exchange.

All details governing the surrender and exchange of the shares hereinabove provided for, shall be arranged