

Agreement in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FIFTEENTH: In the case the Corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors or officers, such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the Corporation upon such contract or transaction, provided that the fact of such interest be disclosed or known to other directors or stockholders acting upon or in reference to such contract or transaction. No director or directors having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon.

SIXTEENTH: When this Agreement and Articles of Merger, in the form attached hereto as Exhibit A, shall have been approved, signed, acknowledged and filed, as required by the laws of the States of Florida and South Dakota, the separate exist-

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