

8. Charter and Bylaws. No changes in the charter or the Bylaws of Boren shall be effected by this merger.

9. Conversion of Shares. Upon the merger becoming effective, the issued and outstanding capital stock of the Merging Corporations shall be cancelled without further act or deed. The Merging Corporations are the wholly-owned subsidiaries of Boren, and no cash or shares or other securities or obligations will be distributed or issued by Boren upon cancellation of the shares of the Merging Corporations.

10. Dissenting Shareholders. The Merging Corporations are the wholly-owned subsidiaries of Boren, and this merger does not give rise to rights of dissent and appraisal by the shareholders of Boren or the shareholder of the Merging Corporations.

11. Indemnity. Boren shall indemnify and hold harmless the directors and officers of the Constituent Corporations against the liabilities assumed by Boren hereunder and against all claims and demands arising out of or in any manner connected with the merger of the Merging Corporations into Boren as provided herein.

12. Approval of Plan of Merger. This Plan of Merger shall be adopted and approved by the Board of Directors of Boren and by the shareholder and the Board of Directors of each of the Merging Corporations in the manner required or permitted by law.